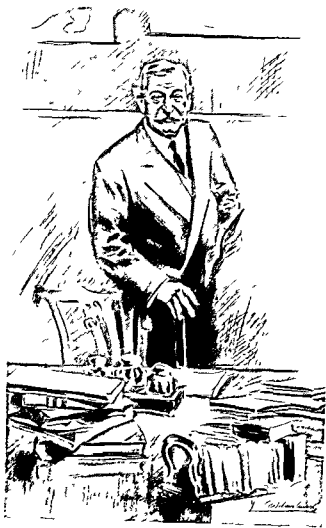


THE  
CHAIRMAN'S GUIDE  
AND  
SECRETARY'S COMPANION



*The Chairman's Guide*

[Frontispiece]

THE  
CHAIRMAN'S  
GUIDE

AND  
SECRETARY'S COMPANION

WITH USEFUL HINTS FOR THE  
CONDUCT OF BUSINESS AND  
SOCIAL GATHERINGS OF ALL  
KINDS.

WARD, LOCK & CO., LIMITED  
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## PREFACE.

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OWING to the favour with which previous editions of the CHAIRMAN'S GUIDE have been received, the Publishers have endeavoured further to enhance its usefulness. The book has been exhaustively revised and much enlarged, without impairing its popular character. In its new form the Publishers confidently anticipate that the manual will enjoy an even warmer welcome than that which was originally accorded to it.

Every phase of Public Procedure so far as the Chairman is concerned is discussed in these pages. Such topics include the Election and Duties of a Chairman; the routine to be followed at General Meetings of Companies and other Bodies; the Regulations as to Quorum and other matters pertaining to the constitution of a Meeting, with some consideration of the Minutes; the important and in certain respects intricate questions involved in Motions and Amendments submitted for debate, with careful elucidation of particular Motions, such as those for Adjournment and the "Previous Question", an account of several peculiarities in Parliamentary procedure; illustrations of the various types of "orderly" Amendments; an exposition of the relations between Chairman and Members; an explanation of the duties of the Chairman at social functions; and a description of the Chairman's work in Committee.

Among the new features the unique chapter on the Conduct and Control of the Chairman at a Meeting where disorder is threatened or is in progress will, it is believed, be especially appreciated, as the text is based on information not readily accessible. The chapter containing several pattern speeches which may be utilised either actually (with the necessary modifications to suit time, place, and circumstance), or as models on which Chairmen may prefer to work up their own remarks, will be found distinctly helpful. The topics selected have been those which, in all likelihood, will come under the notice of "Mr. Chairman," regarded as a more or less public character. Another chapter has been provided in which suggestions are offered as to the qualities, or "points," which should be looked for in making choice of a Chairman. Moreover, in consequence of the growing importance attached to the discharge of the manifold duties now devolving upon County Councils—some of the most hard-working and most hard-worked Boards in the United Kingdom—greater space has been devoted to a statement of the practice of the London County Council, so far as it affects the Chairman, founded upon the elaborate and valuable Standing Orders of that body.

Most of the text has been derived from prolonged personal experience of attendance—sometimes as Chairman, sometimes as Secretary, and sometimes as one of the audience—at Meetings of various descriptions; but the writer has consulted, and has been greatly indebted to, the standard authorities, more especially the "Parliamentary Practice" of Lord Farnborough (still, perhaps, better known to some readers by his earlier name of Sir Thomas Erskine May), Sir Reginald Palgrave's "Chairman's Handbook," and Sir Francis Beaufort Palmer's "Company Law."

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# THE CHAIRMAN'S GUIDE

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## CHAPTER I.

### "MR. CHAIRMAN."

**False Alarms.**—For reasons with which one cannot entirely sympathise, most men and women have a strong disinclination to undertake the duties of Chairman, whether of a public meeting, a social gathering, or even a committee. Partly, they underrate their ability, partly they exaggerate the responsibility and importance of the office, but chiefly they lack knowledge of the necessary routine. All their fears, however, are really groundless, and, as regards ignorance of procedure, the study of this book will soon remedy that defect. On the former points we may reassure them, for presence of mind rather than a gift of speech, decision of character and promptness in judgment rather than expert and intimate familiarity with the subject of debate, are the attributes one looks for in a Chairman, and these attributes are more common than most folk imagine.

**Chairman's First Duty.**—"Obedience is the first duty of a soldier." This is the first clause in the Mutiny Act and similarly we may say that "To direct and maintain the course of debate and keep Order is the first duty of a Chairman." If Order be Heaven's first law, it also, should be the first law in a public or private Meeting

and to attain it and keep it should be one of the Chairman's chief aims.

Of course we do not refer to Meetings against which organised opposition is directed. It is manifestly impossible for any Chairman, however sound, to maintain his position in such circumstances; but, as will appear in a later chapter, his position amidst such surroundings is far from helpless. Moreover, "lively" Meetings are the exception, and not the rule. To keep order, then, is the first business of the Chairman. To ensure this end a proper Chairman should be elected.

**The Unexpected Chairman.**—As this volume is not intended for existing Chairmen, exclusively, or even principally—seeing that practice has made them perfect—we must consider the manner of man needed for the office. We address ourselves, therefore, to the great mass of Members of Meetings who, in the ordinary course of events, may be some day called upon to rule a Meeting unexpectedly in the absence of the appointed Chairman. To be "understood of the people" we must be simple, clear, and concise. As a preliminary, let us glance at the man best fitted for, or most likely to be, Chairman, and upon whom so much will depend. (Though it will simplify matters to write of "man," it must be borne in mind that our remarks apply equally to women, many of whom are now being chosen for important posts, not excluding the Mayoral Chair. By custom, a woman in the chair is still spoken of as the Chairman, and addressed as such; but see pp 158-9.)

**Characteristics of Chairman.**—It will not be necessary to insist that the person selected should possess tact, a temper not easily ruffled, a skin not too thin, and yet with a proper sense of the dignity of his position. One accustomed to power, a man conscious of and equal to



his responsibilities, is a person usually fitted for the place. If to the above qualifications, he brings general knowledge and a particular acquaintance with the business to be discussed, he will not be likely to discredit his choice.

The Chairman should always be a "strong man," as the phrase is. He must direct gently, lead courteously, and be sure to command the respect of all present. He must be firm, not liable to be swayed by every blast of opinion or doctrine, and he should preserve the even balance of his mind. Speaking generally, he will practise the *suaviter in modo* rather than the *fortiter in re*, and be scrupulously careful to be fair and impartial. A Meeting is quick to resent a Chairman who takes sides in the spirit of a partisan.

It sometimes happens that the equilibrium of the atmosphere of the Meeting cannot be restored without a storm, as in the natural world. In such a case the Chairman must be the lightning-conductor, to carry off the accumulated electricity, and turn it harmless to earth. To possess tact is an excellent thing for a Chairman. To possess the respect of his audience is to lead it.

**Election of Chairman.**—We may now proceed to consider the Election of a Chairman, whether he be chosen for the Meeting only, or for the year. The period for which Chairmen are appointed to preside over the deliberations of County Councils, Education Committees, Municipal Boards, Boards of Directors of Railways or Companies, and the like, is regulated generally by Act of Parliament, the Standing Orders of public bodies, Articles of Association, or, in less important cases, simply by usage and choice of those assembled.

Chairmen of Town Councils or Education Committees are elected for varying periods; of Municipal Boards, and such-like offices, commonly for one year; Chairmen of Companies, etc., in accordance with the Articles of Association, and of Ordinary Meetings for the duration of the Meeting

**Choice of Chairman.**—At the first occasion when any Members meet to choose a Chairman, it is supposed that the majority present have made themselves acquainted with the most fitting person to serve as Chairman. Perhaps the members present may have agreed tacitly upon the person who shall be Chairman, and then, as soon as one of their number nominates him, the assent of the Meeting is given in a manner practically unanimous. This mode is the simplest, and the person so elected takes his seat accordingly.

**Temporary Chairman.**—If, however, the nomination be objected to, and another name, or more than one, be put forward, a Temporary Chairman—of course, a gentleman not in the running—should be voted into the Chair, in order to conduct the proceedings. In the case of conspicuous bodies, such as the London County Council, the rule is that the Chairman of the year continues in power until his successor has accepted office and is ready to preside.

**Candidate's Opportunity.**—The gentleman first nominated has now an excellent opportunity to show his fitness for the position he seeks to fill. He should display no disappointment or irritation at the perhaps unlooked for appearance of rivals. Each candidate may believe himself the most fitted for the office. But the opinion of the Assembly is the crucial test.

**Proposers of Temporary Chairman.**—The Temporary Chairman is usually proposed by the Conveners of the Meeting. This is the fair procedure, and is the common sense rule. They will doubtless elect a proper person for such business. Those who have called the Meeting will be most likely to understand the various requirements for its conduct, and in all likelihood are prepared with a

temporary occupant of the Chair. This is, indeed, essential to avoid sheer waste of time.

The gentleman elected is then conducted, as the temporary ruler of the meeting, to the Chair. He assumes the reins at once, beginning by calling on a nominator to propose a candidate, and intimating that only a few minutes (say, three) will be allowed for speech. This the proposer does as in Parliamentary procedure, addressing the Chair, and is entitled to "the floor" until his time is up. It is quite unusual to see a contest for the Chairmanship of an ordinary business or social Meeting, as this is ordinarily settled beforehand.

**Nominees should be Present.**—The Chairman nominated must be present at the Meeting when his name is proposed. The first speaker, having nominated his candidate, moves that the said nominee "do take the Chair." This must be submitted formally to the Meeting as a Motion—viz., "That Mr. — do take the Chair."

**The Motion and Procedure.**—The next step is to second the Motion, and when this has been done—should no other candidate be proposed—the Chairman will put it forthwith, saying in effect that "the question before the Meeting, moved by Mr. F. and seconded by Mr. G., is, that" etc., etc.

**Voting.**—On this he will take the sense of the Meeting. This he must do even when he is aware that the election will not be opposed, for should this form not be observed, it is obvious that the later proceedings might be invalidated. The customary mode of voting is by show of hands, save in the House of Commons, where the volume of the "Ayes" in support of a motion is weighed against that of the "Noes" who oppose it, and the Speaker or Chairman declares accordingly whether, in his opinion, the "Ayes" or the "Noes" have it.

**No Seconder.**—Should the Mover find no one to second his Motion, it drops, and another name is introduced. Accordingly, the name of the next candidate upon the list is brought forward, and the same method of procedure is employed.

**Discussion Strictly Limited.**—The Temporary Chairman must rigidly confine the proposers of several candidates to a time limit. All that is requisite is a few sentences setting forth the qualifications of each man for the post, and for this three minutes are ample. Speaking must be limited to the proposer only.

**Procedure.**—Where more than one name is proposed, it is the rule to put up each name as a candidate *per se*, not as an "amendment" upon the previous nomination. This is only courteous, as each candidate is entitled to identical consideration and treatment by the Temporary Chairman, and should receive it. As soon as every candidate has been duly proposed and seconded, the Temporary Chairman will immediately proceed with the voting. The audience must be anxious to get to business, and have made up their minds whom they mean to support. Accordingly the first name upon the list is submitted to the Meeting in the usual form of Question—viz., "That Mr. — do take the Chair." The voting upon this is carried on by voice, or by a show of hands, and as each nominee is "weeded out" the final candidate who secures a majority is elected.

**Putting Motion.**—The Chairman should be careful, when putting any Motion, to remember that Motions always begin with the word "That," in which there is as "much virtue" as in an "If."

**Decision by Lot.**—The Chairman has power to decide "by lot" the choice of a candidate if two nominees

have an equal number of votes. Indeed, an Act of Parliament legalised this procedure. But no Chairman in these days would dream of exercising this mode of choice. Should hands be equal he has a better expedient in the Casting Vote.

**Casting Vote.**—A Casting Vote may be given by the temporary occupant of the Chair, and therefore care should be exercised as to the person elected to fill the office *pro tem*. There is, however, no reason why any man or woman of equable disposition and ordinary sagacity should not consent to fill the post. Though we have, of necessity, had to consider the contingency of a contested election, this seldom happens, as a matter of fact. It is, of course, different in cases where politics run high and party feeling may be strong; but as a rule feelings of that sort rarely prevail in public and social Meetings, and are generally kept under control even in Municipal bodies when purely administrative and local business is being discussed. It is unusual, but it may occur, that the temporary occupant of the Chair is so highly esteemed and otherwise so popular that he may find himself invited to assume the permanent tenure by acclamation.

## CHAPTER II.

### DUTIES OF A CHAIRMAN.

HAVING now secured our Chairman, the temporary occupant leaves the Chair after some one has, for courtesy's sake, proposed, and a vote of thanks has been accorded to him for his services.

**The Chairman in the Chair.**—The Chairman is then escorted to the Chair, and in some assemblies is formally introduced to the Meeting by one of the seniors. He then thanks the audience, and assumes his position of Ruler.

**His Fitness.**—Now the fitness of the man for his position will be perceived, and, indeed, it is to be hoped that it has been evident before. His calmness and his judicial mien will be at once recognised, while any nervous uncertainty will be as quickly commented upon; though a "new hand," otherwise competent, may count upon the indulgence of his colleagues until he get into his stride. The Chairman's duties are to maintain order, to hold the reins, and, as it were, "feel the mouth" of the Meeting. He must not drive furiously, but gently, and keep his hand upon the bridle and the curb.

**The Chairman's Eye.**—Apart from custom in local self-governing bodies, where the spokesmen are usually readily distinguished—the Chairman's practice being to

select from members on their feet a speaker from each side alternately—an important duty of the Chairman may be to fix upon the proper and the most suitable speakers in a debate and discussion. The knack of seeing and non-seeing may be practised with much success, and greatly to the advantage of a debate, by a judicious Chairman, or by the "Speaker" in Parliament.

It need scarcely be explained that Meetings of this description are few and far between, being almost exclusively confined to local Parliaments, in which House of Commons procedure is somewhat slavishly followed. The Chairman of an assembly of this kind, therefore, is not likely to need very much "coaching."

**His Position.**—The Chairman is, of course, upon a raised seat, so placed that he can command the Assembly. He is supposed to be separated from every influence for or against any Topic or Question. He should personally—that is, in his private capacity—communicate on Municipal or Council business with no one save the Clerk, Secretary, or other office-bearer, and should strive to put all feeling of sympathy aside, and avoid suspicion of favouritism or advocacy. This is very important.

**Respect Due to Him.**—The Chairman being seated, and finding the Meeting ready, rises and demands silence. If need be, attention should be called to his rising by cries of "Chair! Chair!" and silence should be immediately observed. If it be not, the Chairman should call for it.

**Opens the Proceedings.**—The Chairman, having first called upon the Secretary to read (or having himself read) the notice convening the Meeting, may then briefly and to the point address the assembly, explaining its object. Having thus put everyone in possession of the *raison*

*d'être* of the gathering, he will call upon some person to speak to the Question, naming the person audibly, so that the audience may know who is about to speak upon the subject. In exceptional cases an agreed rotation of speakers may have been determined beforehand, but generally speaking (and always in public meetings), anyone may rise to speak after a resolution has been moved and seconded. In such event the Chairman will require the speaker's name, so that he may announce it to the gathering.

**Reading of Minutes.**—But when there are Minutes to be read, the first proceeding is to call upon the Secretary to read them. In Meetings which take place with certain regularity of occurrence, such as Committee Meetings, etc., the reading of the Minutes of the previous Meeting is the first item upon the Agenda.

The Chairman having obtained silence, calls upon the Secretary accordingly, and he reads the Minutes of the last Meeting. This done, the Chairman asks the Meeting (or Committee) whether these correctly represent the transactions at the last Meeting; if so, they will signify the same in the usual manner. The only point which can arise on the Minutes is whether the record of this or that transaction is correct or not, and the Chairman must on no account permit any other discussion upon the question of the accuracy of the Minutes.

If assented to, the Chairman signs them. If an alteration be suggested, and approved, the needed Amendment is made and initialed before the Minutes are passed. Take note that every alteration of a Minute must be initialed by the Clerk or Secretary.

**General Business of Meeting.**—The general business according to the Agenda is then proceeded with. The Chairman will call upon the first speaker, either selecting



him, or permitting him to rise voluntarily. In any case, as we have said, he should announce him to the Meeting

**Of Speaking of Members.**—It may happen that two or more of those present may wish to address the Chair. In such a case the Chairman may choose the speaker. Here his tact and acumen will be tested. If he do not select the most desirable speaker there may be dissent among the audience, which may call for another.

In the House of Commons Mr. Speaker is omnipotent. He rules completely, and the member who catches not the Speaker's Eye may fume and languish until such other time as the traditional Eye beams upon him.

But in General Meetings a cry may arise for a certain speaker to be heard, and even a Motion may be advanced by someone, and seconded, "That Mr. Smith be heard." If such a proposition is made and formally seconded, the Chairman must put the Question to the Meeting, without further debate, in the usual form, "That," etc.

**Motion to Hear a Speaker.**—If the Motion be carried, Mr. Smith rises, and the Chairman's nominee retires, at any rate for the time being; but if the Motion be rejected the person originally called upon will open his speech. It is, however, an extreme proceeding on the part of an audience to interfere thus peremptorily with a speaker who has caught the Chairman's eye, and the latter may avert ill-feeling by intimating that he will call upon the audience's nominee next.

**Debate.**—During the Debate or Meeting the Chairman must put down firmly but courteously any appearance of disorder. Now and again a meeting may, unless held well in hand, degenerate into a brawl in which everyone tries to speak at once, and where personalities are, as a consequence, invariably exchanged.

**Misbehaviour Checked.**—Any tendency to such behaviour must be promptly and sternly repressed by the authority of the Chair, and if persisted in, the Chairman may declare the Meeting closed. All discussion, therefore, which has no actual bearing upon the question before the Meeting, should be stopped; and, if permitted, must be formulated. Often an audience anticipates irrelevancy by loud and persistent cries of "Question! Question!" These symptoms should put the Chairman on the *qui vive*.

**The Form of Motion.**—The Chairman should request the speaker to put his views in concluding into the crystallised form of a Motion, which will then, if in order, be seconded, and come before the Meeting for adoption or rejection. Strictly speaking, such Motion should be handed up to the Chairman in writing, and he should invariably require this to be done as regards both a Motion or Amendment. Then anyone who wishes to speak must speak to second the Motion (or Amendment). The Chairman should keep them to the point, and must rule, and maintain that no discussion, save upon that Motion, is permissible. No person can address the Meeting upon a Motion until it has been either formally or fully seconded. So with any Amendment. It must be seconded ere any discussion thereon is allowed.

If no Seconder be found neither Motion nor Amendment can be proceeded with. To this rule there is no exception, and the Chairman must rigorously uphold it. A person may second an Amendment formally by raising his hat, or his hand, or by nodding, but does not thereby forfeit his right of speech at a later period of the Debate should he care to exercise it.

If no Amendment be moved and seconded, the Motion will be put to the Meeting. Save in Parliamentary practice (which in this case has been replaced by the common sense of many meetings), an Amendment shall

be put to the vote before the Motion to which it refers and, should it be carried, it will then become itself the substantive Motion and when put, as such, another Amendment may be proposed to it.

*Impersonality of the Chairman.*—Throughout these circumstances it is necessary to insist that the Chairman shall be impersonal. He is only Mr. Chairman, the figure-head of the Meeting, and must be so addressed, the speaker standing. All other persons should remain seated and silent. If not, the Chairman should call them to Order, and firmly discountenance any interruptions if the Meeting have elected to hear the speaker. But if the man be a bore, or strongly objectionable to the great majority, and if, after an appeal in his favour from the Chair, the disturbance continue, then the Chairman must accept from the Meeting a duly moved and seconded Motion "That Mr. — be no longer heard." This must be put at once and without debate.

*"That the Question be now Put."*—All partial and irrelevant interruption must be crushed; but if a person rise and the Meeting decline to hear him and business threaten to be at a standstill, then, unless the obnoxious person give way, the Chairman has no option but to leave the Chair and adjourn the Meeting where his authority is disregarded, unless someone in the audience shall have moved and another seconded, and it be carried "that the question be now put"—or "postponed" or "adjourned."

The Chairman may insist upon the removal of the offender or offenders if the obstruction be deliberate and confined to only one or two persons. Order must be preserved, and the general sense of the Meeting will support the Chair. The Chairman must, however, listen to any Motion made by an obnoxious speaker, if he conduct himself with propriety, and this Motion must be brought forward, no matter how unpalatable to some, if it be in Order and within the bounds

of the objects of the Meeting. It may not be seconded, in which case it will drop.

**The Question of Order.**—The Chairman must not put any Motion that is out of Order, and anything which is not relevant to the objects of the Meeting is out of Order. That is why the Chairman, or someone on his behalf, sometimes considers it wise at the very start to read the notice calling the Meeting, or to explain the objects of it in a brief preparatory speech. Anything studiously offensive, or any Motion dealing with subjects that have already been discussed and voted upon, is out of Order, and must be dealt with as such. The Chairman can call the offender to Order, but some Member is sure to direct attention to the point, upon which the Chairman should be very watchful and circumspect. In this matter great powers are reserved to the Chairman, who can, of his own initiative, rule that a proposition is out of Order, and he should not hesitate to use them. Of course, no Chairman worthy of the name would rule as out of Order a Motion which was not actually open to this fault.

**Speaking to a Motion.**—When a Motion is before the Meeting it is permissible for Members present to speak for or against it. But no person shall speak to it a second time, unless to correct some error of his own or of a later speaker, or to answer a question asked in debate.

**Right of Reply.**—The proposer of a Motion, however, has a right of reply, but this must be strictly confined to points raised in the debate, and must not introduce any fresh matter. No other person whatever possesses any right of reply, and the Chairman must be deaf to all appeals, however pathetic, even "for a little one." It may seem hard, but it is better to give the Chairman no discretion in such matters, rather than risk

the imputation of favouritism and perhaps open for a second time the floodgates of debate. As already said, an explanation may be allowed, or a repudiation of an argument erroneously ascribed to a speaker, but beyond this the rule must not be relaxed.

**Putting the Question.**—The Mover of the Resolution having exercised his "right of reply," as it is termed, or having waived it, the Chairman shall close the debate by putting the Question to the Meeting and obtaining the Votes. If a Poll be demanded, the tellers (whom the Chairman shall nominate before taking the Poll) count the Ayes and the Noes, and hand the result to the Chairman, who will declare the numbers for and against the Motion, and declare it carried or lost.

**Casting Vote.**—Then the question of the Chairman's Vote comes in. Not only does he possess a Vote, but he may use his Vote and give a Casting Vote besides, as we have already mentioned. This practice has become customary in all public bodies. He may even give his first, or deliberative vote, in one way, and his second, or casting vote, in another; but he must be chary of such contrariety.

**The Old Point of View.**—It used to be thought that to give a Chairman the right to his deliberative vote was to give him undue influence; but later experience has admitted that it is unreasonable to require a man to occupy the Chair and at the same time forfeit his undoubted right to his own opinion.

**Reason for the Change.**—Practically the Chairman never votes unless on very crucial questions, or in the event of an equality of votes. Wherever the standard of public life rules high, it is quite exceptional to find

anyone disposed, intentionally or otherwise, to abuse his position and power. By the necessity of the case, neither the Speaker nor the Chairman of Committee in the House of Commons has a deliberative vote, but both may be called upon to exercise a Casting Vote.

**The Chairman and the Tie.**—It need not be said that no Chairman will give a Casting Vote lightly. When, however, he holds strong, reasoned views on the question at issue he may, in such circumstance, vote in accordance with his own convictions. In the case of a tie vote on an Amendment, it has been held that he ought to vote against the Amendment on the ground that, as the numbers are equal and a preponderance in favour of the Amendment has not been shown, the original Motion may be deemed to "hold the field." But it is impossible to lay down hard-and-fast regulations, although there is something to be said on behalf of the view just enunciated. At the same time even supposing the Chairman had voted for the Amendment and so caused it to be carried, the debate need not be considered as closed, since, as we have seen, the Amendment must itself be again put as a Substantive Motion, and so opportunity is afforded for another Amendment to it, which will enable further light, if any, to be cast upon the subject.

**Points of Detail.**—The foregoing are the General Duties of a Chairman in his office at Meetings. But there are many details to be considered, many side-lights to be thrown upon Procedure and upon general business. It will be noticed that good temper, tact, courtesy, and firmness, are essential to the occupant of the Chair.

**Chairman Absent.**—There is one point, however, which must not be omitted—viz., the accident of the appointed Chairman's absence. It may happen that

the usual Chairman is detained, or unexpectedly prevented from attending. His non-appearance must be met as follows :—

**Procedure.**—If there be a Vice- or a Deputy-Chairman the difficulty will be readily overcome, as it is unlikely that both of them will also be absent. After waiting a few minutes, in the absence of any information regarding the Chairman, the Vice- or the Deputy-Chairman will occupy the Chair—the former having the prior claim—and proceed to business in the usual manner.

**Waiting.**—There is no compulsory rule which advocates waiting in the absence of any special regulation to the contrary. Business may be entered upon immediately the time fixed for beginning the proceedings has arrived. But as a matter of courtesy a few minutes' "law" is allowed. The Chairman thus elected is entitled to retain the Chair until the close of the proceedings; but should the statutory, or regular Chairman, put in an appearance, it is usual for the temporary Chairman at least to offer to vacate the Chair.

**Punctuality.**—However, an appointed Chairman may be depended on for punctuality, save in the event of serious illness, or other cause of which he can give timely notice. It greatly facilitates the despatch of business, whether public or social, to begin a Meeting at the stated time, provided, of course, a quorum be present in cases where a quorum is an actual necessity. If the Chairman himself set the example of unfailing punctuality and unvarying regularity of attendance, the body over which he presides is likely to acquire a well-deserved reputation for its thoroughness and aptitude for business.

So much interest is taken nowadays in local self-government, and so many readers may desire or be invited to

bear a share in it—a legitimate and laudable object of ambition—that a recapitulation of the routine adopted by the London County Council, in so far as it relates to the functions of the Chairman, cannot but serve a useful purpose. There is this advantage in choosing, by way of illustration, the practice of one of the foremost governing bodies, that it may be modified to suit the wants of a smaller Council, whereas it would be greatly more difficult to elaborate, from the routine adequate to the needs of a body of moderate proportions, the scheme called for by the innumerable and more intricate requirements of a vast and thickly-populated area. Where necessary the following summary is elucidated by comment :—

### CHAIRMAN OF L.C.C.

#### SUMMARY OF DUTIES.

**Election.**—No business shall precede that of the election of Chairman. *The reason for this is obvious, since no business would be valid until the constituted Council had a head.*

**Term of Office.**—The Chairman's term shall be one year, but he shall remain in office until his successor, who may be himself, has accepted office and subscribed the usual declaration.

**Quorum.**—One-fourth of the total membership of the Council shall constitute a Quorum. As a full Council comprises 140 Members, it follows that its Quorum numbers thirty-five. Various safeguards are adopted to prevent the consideration or "rushing" of business in what may be called a "hole-and-corner" fashion. Thus, if no Quorum be present at the expiry of fifteen minutes, no Council Meeting shall be held, a proviso which makes for punctuality and good attendance. Again, if, during any Meeting, a Member call the Chairman's attention



to the fact that a Quorum is not present, he shall count heads and, if it appear that a Quorum is not present, the Meeting shall stand adjourned.

**In the Chair.**—The Chairman shall preside at all Meetings at which he is present. In his absence the Vice-Chairman shall preside, and in the absence of both the Deputy-Chairman shall preside. Should all three be absent—a remote contingency, but one which must be provided for—then the Members present shall elect one of their number to the Chair.

**Public Disorder.**—If one or more persons be guilty of disorder in the public gallery, the Chairman shall take the necessary steps for the ejection of the offenders and for their exclusion for as long a period as may be deemed expedient.

**Temporary Adjournment.**—At the conclusion of any speech, the Chairman may accept a Motion for the Adjournment of the Meeting for a period not exceeding two hours, but no debate shall be held on such Motion, which may provide that the proposal shall take effect at a specified time not later than one hour after the Motion has been made.

**Adjournment by Chairman.**—In the interests of order the Chairman is empowered to adjourn or suspend a session for a time to be named by him.

**Special Meetings.**—The Chairman may call a Meeting at any time, and shall do so upon receiving a requisition signed by twenty Members. If he decline to summon it, the petitioners may thereupon summon it themselves. If he appear to consent but fail to call it within seven days of the requisition, the signatories may, on the expiration of the seven days, summon such meeting.

**Limits of Business.**—With the exception of matters of urgency brought up in accordance with the Council's Standing Orders, the business of a Meeting shall be confined to the items mentioned in the summons calling it.

**Order of Business.**—For the due discharge of its functions the business shall be taken in the following order:—  
(1) Minutes of previous Meeting; (2) Petitions; (3) Opening of Tenders; (4) Report as to Documents sealed since last Meeting; (5) Questions; (6) Reports of Committees; (7) Notices of Motion.

**Advance of Business.**—At his discretion the Chairman may bring forward any business at any stage.

**Urgency.**—Matters arising too late to be specified on the summons calling the Meeting may be brought forward by the Chairman, with the consent of a majority of the whole Council, or of three-fourths of the Members present. Every Chairman that yet held office anywhere is fallible, and it is therefore incumbent upon Members to view his action under this order with jealous vigilance.

**Notices of Motion.**—Notices of Motion shall be in writing and be entered in the Notice Book by the Clerk in the order in which they are received, but every Notice must be relevant to some matter within the purview of the Meeting. If need be, the Chairman shall decide whether or not a Motion is in order.

**Demeanour of Members.**—Members shall be uncovered while the Council sits, shall stand when speaking, and shall address the Chair.

**Chairman First.**—Should the Chairman rise during debate the Member then in possession of the House shall resume his seat, and the Council be silent, so that the Chairman

may be heard respectfully and without interruption. The idea underlying this order is the upholding always of the authority and dignity of the Chair.

**Length of Speeches.**—At ordinary Meetings and during ordinary business, no Member shall speak for more than fifteen minutes, save by consent of the Council, which may extend the period by ten minutes. In very exceptional circumstances, as when the yearly Budget is presented, still further latitude may be allowed, but always by leave of the Council.

**Irrelevance.**—The Chairman shall call any Member to order for irrelevance, repetition, unbecoming language, or other breach of order, and may direct such Member to discontinue his speech. These powers have been bestowed upon the occupant of the Chair, partly to preserve the decencies of debate and partly to minimise obstructive tactics by mere talk for talking's sake, after the fashion initiated and successfully prosecuted for several years in the House of Commons by Mr. J. G. Biggar.

**Disorder.**—Undoubtedly the most trying experience which any Chairman can pass through occurs when some Member or Members of the assembly over which he presides cast their self-respect to the winds, and lower the Meeting and degrade themselves by tumultuous and most unmannerly behaviour. No gathering seems to be exempt from such scenes of passion, and, as the newspapers have so often shown, the House of Commons itself can be one of the most disorderly chambers in the world. These are the occasions which test a Chairman's grit, and he must unflinchingly utilise every weapon with which he is armed to maintain order, even, if need be, declaring the suspension of the sitting. In the first instance, he shall direct any Member guilty of grave disorder, or persistent

disregard of the authority of the Chair, to retire for the remainder of the sitting, or for a shorter specified period (which, however, he had better make long enough to ensure a complete calming down of the angry spirit, besides time for contrition: it is, therefore, doubtful whether it is not wiser to order the culprit's withdrawal for the rest of the sitting). Should the offender, or offenders, prove recalcitrant and refuse to leave, the Chairman shall have them removed and take such other steps as may be necessary to restore order. Should the situation prove beyond the powers of the officers to cope with, the Chairman should, as said above, suspend the session and himself vacate the Chair and retire from the hall. Of course, the Chairman must be careful not to intervene prematurely. He must allow the offender opportunity to recover his senses and behave with seemliness; but when he has given him "rope enough," it is foolish to postpone the assertion of authority and run the risk of letting the Meeting degenerate into a riotous scene. And, it is scarcely necessary to add, the Chairman will not condescend to bandy words with an angry and vituperative person.

**Order of Debate.**—The Chairman shall not permit any Member to speak more than once to any Motion or Amendment. Only the Proposer of an original Motion has a right of reply which, the Chairman must see to it, shall be confined to answering previous speakers and shall not introduce fresh matter of discussion. Obviously, it would be unfair to suffer the Mover to strengthen his case by importing into his reply new particulars which Members who have already spoken and who cannot speak again had no opportunity of considering and, it may be, rebutting. As soon as the speech in reply is ended, the vote must be taken. Procedure in committee is governed by much freer rules. Members may address the committee more than once on the same proposition and, provided

no manifest abuse of speech is indulged in, greater latitude in procedure generally is sanctioned in committee.

**Points of Order.**—But it is not a contravention of the regulation just mentioned to allow a Member who has already spoken to rise to a point of order, or tender a personal explanation called for by the nature or course of the debate. The Chairman shall decide whether the point of order or personal explanation be admissible, and his ruling shall be final and undebatable. Neither the point of order nor personal explanation can be subject of a fresh debate, nor shall either be supported by a speech. The point must be taken clearly and crisply, and the explanation must be strictly limited to the facts of the case.

**Withdrawal of Motion.**—With the consent of the Council a Motion or Amendment may be withdrawn, but no debate on the point must take place. It is usual for the Mover of a Motion or Amendment desirous of withdrawing to obtain the sanction of his Seconder to this course.

**Amendments.**—The Chairman shall take care that every Amendment—which must be in writing and signed by the Mover—handed to him is relevant. The Mover may nominate his Seconder, but no Amendment can be discussed until it has been seconded. This may be done formally should the Seconder prefer (in the interests of his case) to speak later in the debate. No Member can speak more than once to an Amendment, and the Mover thereof has no right of reply. No other Amendment shall be moved until the first one has been disposed of. If an Amendment be carried, it (or the Motion so amended) shall become the Substantive Motion to which a further Amendment may be moved. No Member can move or second more than one Amendment to any Motion. Though

many speakers fail to realise it, the negative to a Motion is *not* an Amendment, the proper course in such event being to vote with the "Noes" against the Motion.

**Postponement.**—At the end of any speech a Member may propose the postponement of the consideration of the Question for a stated period, or *sine die*, but he may not speak for more than five minutes, and his Motion shall be seconded without speech. The Mover of the Question under debate shall have a right of reply for five minutes, without prejudice to his ultimate right of reply on the whole debate. The Motion shall then be put *instantly*. If the postponement be carried to a fixed date, the Question shall have precedence on the list of Motions for such date.

**Adjournment of Council.**—At the close of any speech or any business, a Member may propose the Adjournment of the Council, but he shall not speak for more than five minutes, and his Secunder shall only *formally* second the Motion. No debate shall be allowed, save that to the Mover of the Question under debate shall be granted five minutes for a right of reply. The Chairman may ask those who support the Motion to rise in their places, and if fewer than ten other Members stand, the Motion shall not be proceeded with. If the Adjournment be carried, the matter under debate shall be adjourned until the next Meeting, unless dealt with at the stage of unopposed business which may be taken before the Council adjourn. No Member may move or second more than one Motion for Adjournment of the Council at the same sitting.

**Adjournment of Debate.**—The debate may be adjourned, subject to similar conditions to those obtaining in respect of postponement of a Question and Adjournment of the Council. If carried, the discussion shall be resumed at the next Meeting, and the Council shall proceed at its then

sitting to the next business, the proposition being for the adjournment of the matter under debate and not for the Adjournment of the Council.

**"That the Question be Now Put."**—At the close of any speech a Member may move—without debate, however—"that the Question be now put," and, if this be seconded, the Motion shall be put forthwith, unless the Chairman rule otherwise. Should this be carried, the Motion or Amendment under discussion must be put to the Vote at once. Similarly, any Member may propose "That the Chairman do proceed to the next business," and if this be seconded and carried, he shall immediately proceed to the next business accordingly.

**Motion to Rescind.**—No Motion to rescind a resolution passed within the preceding six months shall be entertained, unless the notice be signed by twenty other Members and be specified in the summons calling the Meeting. Nor, when disposed of, shall it be competent for any Member to bring forward a like resolution for another six months.

**Assistance.**—The Chairman, whether of the Council or of a Committee, is entitled to look to the Clerk of the Council as his principal adviser, and to require him to provide all necessary information and assistance in the conduct and despatch of business.

## CHAPTER III.

### GENERAL MEETINGS OF COMPANIES.

FINANCIAL interests have assumed so much importance, and investment of moneys, to say nothing of Stock Exchange speculation, has become so common, that many a man must be prepared to find himself involved in the Directorate of a Company. Considering what he may have at stake, he will consult his own interests if he accept, when called upon or invited to do so, the Chairmanship of a Board. By the necessity of the case it is more than probable that it will be the Board of a private or a small joint stock Company that he will be asked to join, since the great Corporations—railway, banking, insurance, or shipping—usually entrust their Chairmanship to men of proved experience and capacity. In point of fact, the Chairman's duties do not vary very much from the routine already set forth, since they are largely governed by statute and Articles of Association; but it is almost essential that he should have a working knowledge of Company law, so far as the discharge of his own duties are concerned. This is not an intricate subject and may readily be "got up" by study of one of the standard authorities, such as Sir Francis Beaufort Palmer's "*Company Law*."

**Of General Company Meetings.**—General Meetings, at which any Shareholder in or any Member of a Club or



Company, or Society is entitled to be present, are either Ordinary or Extraordinary; the former being those ordered annually to be held by the Articles or Rules of the Society—which is really a statutory requirement. Meetings other than these, or arising out of them, are Extraordinary General Meetings or Special General Meetings, and may be convened by the Directors or at the request of Shareholders.

The proper notice having been given and the general or special business mentioned, the General Meeting assembles at the hour fixed.

**Chairman.**—The Chairman of the Meeting is generally the Chairman of the Board of Directors, and the Articles generally provide for this. At times the Shareholders may, and do, elect their own Chairman when no Director is present, or is unwilling to act, if present.

The Chairman of the Board, let us say, then occupies the Chair, in accordance with customary practice, and he will ascertain the number of Shareholders present. If there be a Quorum he will proceed.

**Quorum of Members.**—Subject to the provisions of any Special Articles, if there be not a Quorum within the specified time of waiting, usually one hour, the meeting, unless called upon the requisition of Members, shall stand adjourned to the same day in the next week, at the same time and place. If the required number be not then present the Chairman shall postpone the Meeting *sine die*. Should the Meeting in the first instance have been convened upon the requisition of Members, and no Quorum appear, the Meeting shall be dissolved after the expiration of the specified time. (See First Schedule, Table A, and Third Schedule, Form B, Companies (Consolidation) Act, 1908.)

**Proceedings of Meeting.**—Supposing that the Quorum be present, the Chairman should state the fact, and call upon the Secretary to read the notice of the Meeting and then the Minutes of the last Meeting.

The Chairman next asks for the approval of the Shareholders to sign the Minutes, if those present consider them correct. If no question be raised, the Chairman signs, and the Minutes are legal evidence of proceedings. In the event of proceedings, it may be necessary to put in the Minute Book as evidence, but the Minutes of the last meeting may not have been signed. In this case the Chairman can sign, for though it is customary to sign at the next succeeding Meeting, he is not bound to wait.

**Minutes.**—If any question as to their faithful representation of the previous proceedings be raised, a discussion will be initiated by the Chairman, but strictly and solely to the point at issue. In law Minutes once made *and signed* ought never to be altered by striking out or adding anything.

**Report and Accounts.**—The Chairman will then proceed to business, and if the Report and Accounts of the Company (and its Directors) are to the fore, he will in his speech to the Meeting refer to both, and in all probability analyse the accounts. The Report having been already circulated, will be "taken as read" on the Motion, duly seconded and carried, of someone in the Meeting.

The Chairman should subsequently move "That the Report and Accounts be adopted." The Chairman is the right person to do this, since if he be also (as is almost certain to be the case) Chairman of the Board, he will be more familiar than anyone else (save the General Manager) with the details of the matters treated of in the Report. Someone will rise and second this Motion, and then the Question of their adoption will be put to the Meeting by the Chairman.

**Discussion by Members.**—Now the time has arrived for the inevitable discussion; and as each Shareholder, or Member, rises in his place, the Chairman must ascertain who he is, and announce him by name, so that those present—or the reporters, if any—may be aware of the speaker's identity.

**Putting the Question.**—When discussion of the Accounts, etc., has come to an end—and the Chairman will not bring it to an abrupt close—it will be his duty to reply to the (it may be) strictures and criticisms, or to acknowledge the praises and satisfaction which have been expressed. In concluding his remarks, the Chairman will put the Question—viz., "That the Report and the Accounts be adopted. Those who are in favour of the Motion please hold up one hand. Those against!"

**The Vote.**—The Chairman will count the number of hands held up in each case, and declare the Accounts passed or not, as the case may be. Sometimes the Chairman will call upon the Members present to say "Ay" or "No," and the respective numbers of voices will soon tell the result. *Show of hands* is the more orthodox practice, and is manifestly much more acceptable to the Chairman in the event of a count. If an Amendment be moved, it must be put first, and it is worth noting that there is a *prima facie* right to propose any relevant Amendment coming within the scope of the notice of the business of the Meeting.

**Poll.**—In the case of the election of auditors, or in other circumstances, it may happen that a Poll will be demanded. In such a case the Chairman will accede to the demand, and at some future date, or upon the same day, this will be carried out. (See Chapter VIII)

**Other Business.**—The Chairman then proceeds to the other

business, such as the declaration of dividend, re-election of retiring, or election of new Directors, and so on. Votes of thanks usually conclude the Meeting.

The above constitutes the skeleton of the duties of a Chairman at an ordinary General Meeting, and all Meetings are more or less founded upon the same basis. Of course the details will differ, but the principle is the same throughout. The easiest and most dignified manner of quenching the "bore," or the too fluent speaker, or the obnoxious one who is present in nearly every Meeting, is to rise and move that the Question be now put to the Meeting.

**Quenching a Bore.**—The Chairman need not actively interfere, but he can readily convey a hint to one of his henchmen, who will rise and take the sense of the Meeting upon the point. If the Motion be seconded and carried, the obnoxious one is quenched. If not, the minority must grin and bear it, or leave without voting if they are in a hurry, since, as the votes have proved, a majority holds that the person in question is not a bore—or at least not on that occasion at that moment.

**Courtesy to Members.**—A Chairman is not compelled to give a Member a hearing, and of course a Meeting can "howl" anyone down if it does not wish to listen to him. But unless in peculiarly warlike circumstances, and in a heated atmosphere, such drastic measures are not often resorted to. "Bear and forbear" should be the motto of every Meeting, and "Speak gently" that of each Member. Moreover, it is clearly the duty of the Chairman to do his best to obtain a hearing for every person whom he has permitted to speak. If this person promise to be long-winded, a gentle hint from the Chairman himself will generally suffice; while if he wander from the point or depart from order, it is the Chairman's function to inter-

vene. Prompt, firm, but courteous action on the part of the Chairman will often avert turbulence in the Meeting. For this reason, therefore, he should never relax his vigilance, but keep a close watch upon the course of events. He should never suffer the control of an assembly to pass out of his hands, owing to the presence of masterful, or, it may be, noisy members of the audience.

## CHAPTER IV.

### MORE ABOUT COMPANY MEETINGS.

WE may now go into a little more detail in respect of the various Rules for the Meetings, and the duties of "the Chair," the occupant being by custom, if not by courtesy, identified with that piece of furniture, and addressed as the Chair itself—"Mr. Chairman," or even as "Chair."

**Time-limit and Quorum.**—In our *résumé* of the duties of the Chairman at a General Meeting, which may be accepted as the ground plan of other Meetings, we mentioned the time-limit and the need of a Quorum. These are important.

**Time-limit.**—The limit of the time during which a Meeting may wait for its Chairman is usually fifteen minutes. If the Chairman of the Company do not arrive within this time, those present proceed, as already shown, to elect a substitute from amongst themselves.

**The Quorum.**—But with reference to the necessary Quorum, such a proceeding is impossible. It cannot be created; voluntarily it is formed, and if it does not reach the stipulated minimum, no power on earth can avail in

the transaction of business at that (abortive) Meeting. It is competent to the Chairman, especially if important matters are on hand, of his own initiative to "whip up" enough Members or Shareholders to constitute a Quorum.

And a Quorum varies with the number of the Members of an Association or Committee, whether as a Company, Limited, or a Club, or a Parish or County Council, or Board. As the time-limit varies, so does the Quorum, from the usual minimum of three (though if the Articles make no provision as to a Quorum, two Members are requisite) up to the maximum of thirty, which, according to the Companies (Consolidation) Act, 1908, no Quorum shall in any case exceed, as we shall see by reference to the statute.

Indeed, it may be as well to quote the procedure as provided in Section 12 of the Articles of Association in Form B of the Third Schedule to the Act.

Form B.—"(12) No business shall be transacted at any Meeting except the declaration of a dividend, unless a Quorum of Members is present at the commencement of the business. The Quorum shall be ascertained as follows (that is to say),

"If the Members of the Company at the time of the Meeting do not exceed ten in number the Quorum shall be five; if they exceed ten there shall be added to the above Quorum one for every five additional Members up to fifty, and one for every ten additional Members after fifty, with this limitation, that no Quorum shall in any case exceed thirty."

This rule, it need scarcely be said, does not apply to meetings of public bodies, which are usually governed by their own Standing Orders, if not by statute.

Quorum of Directors.—In a body of Directors the Quorum may be fixed by the Directors and, unless so fixed, shall

be three, when the number of Directors exceeds this number. (In a Club Committee of twelve, five is a Quorum. In a Committee of eight three will suffice to form a Quorum, though it may be advisable to fix the number at five also.)

**Quorum of Members and Shares.**—Doubtless one of the objects of this Quorum is to save some Directors or Members the trouble or inconvenience of attending always; but the essential use of the Quorum is to ensure that business—which may be of first-rate importance—shall be done neither irregularly nor by too small a number of persons, who might, moreover, abuse their powers. In the case of Shareholders, sometimes the number of shares held as well as the holders themselves, count in the direction of a Quorum. So a specified number must, in this case, hold a certain amount of the Share Capital of the Company before the Quorum is made.

These are General Rules. In every Association the Articles or Rules lay down the numbers and qualifications that constitute a Quorum.

**Public Bodies.**—Nevertheless, certain bodies in the service of the public have no such freedom of determination. The Law steps in and prudently regulates the number for Borough, District, and County Councils, and the like, the number varying from one-fourth to one-third, save for special purposes, when it may be as high as two-thirds. The Standing Orders of the London County Council stipulate, as we learnt in an earlier chapter, that the Quorum shall be one-fourth of the whole number of the Council. It is obviously impossible to lay down a hard-and-fast rule, but the necessity for a Quorum of considerable size on the part of public authorities and limited liability Companies is self-evident. In such a precaution lies the only safeguard against neglect



of the public interest and, unquestionably in certain respects, against gross misuse of trust and other moneys. A small Quorum will be found sufficient for the needs of social bodies. Forty Members is the Quorum of the House of Commons. The number that shall constitute a Quorum of a Standing Committee is generally ordered by the House. Five form the Quorum of the Standing Orders Committee, but the Quorum of other Committees necessarily varies.

**Time-Limit of Quorum.**—By the Companies (Consolidation) Act, 1908, an hour is the extreme limit of time allotted for the assembling of a Quorum. This being the grace allowed by the Act, perhaps it is idle to criticise it, but in our opinion it is too long for ordinary people. Fifteen minutes' grace is quite enough for any man of business, and though half an hour is in some cases allowed, we think that even this is excessive. The punctual Members are punished, and unpunctual ones encouraged, and even then no business may be practicable if the full Quorum have not met.

**Diminution of Quorum.**—Although the necessary number may attend, Members dwindle away in time. If then the Quorum be necessary (which seldom happens), the Chairman must insist upon the departing Member or Members resuming their places, or else he should suspend proceedings. Very frequently this is not done, and business proceeds as usual, but it is within the right of anyone to direct attention to the absence of the legal or statutory Quorum, and the Meeting may then be suspended for a while to admit of other Members appearing, or of the return of the others who had quitted the room or the house.

**Proceedings.**—The necessary Quorum having assembled at the proper time, the Chairman, as already stated,

proceeds to business, having the Secretary of the Club or Company, and in many cases the Solicitor of the Company, beside him to assist in the settlement of any legal questions, or in the statement of any matter or business which has demanded, or may demand, the opinion of the Solicitor or of Counsel.

**Agenda.**—It is an obvious convenience to circulate beforehand, generally in the document summoning the Meeting, a memorandum of the topics to be discussed. On the day of the Meeting, the Secretary must take care to provide the Chairman with a full Agenda paper of the business, numbered in the order in which the subjects will be taken.

**Preliminaries.**—The Secretary having read the Notice convening the Meeting, will next read the Minutes of the previous (General) Meeting, or Board Meeting, or Committee, as the case may be, as a matter of precaution and for the sake of accuracy. The signed and attested Record is legal evidence, and therefore the people who had sanctioned the proceedings must be extremely careful to see that their words and directions are correctly recorded. (Throughout the business the Secretary never intervenes publicly, save at the call of the Chairman, whom, however, he must keep posted up in all necessary details. That is why he usually sits beside the Chair.)

**The Minutes and their Value.**—The Minutes embrace all proceedings and resolutions of the Committee, Board, or Company, and their correct entry and neat transcription are absolutely necessary in face of the Act.

The Chairman is not bound to wait until the next Meeting to sign the Minutes, though such waiting is usual. As has been already mentioned, in special cases—such as the production of a Minute Book in court—the Minutes might

have to be attested by the Chairman of the Meeting, or of the Company, in advance of the next Meeting.

The usual form of Minutes is known, but for the benefit of those who have never acted as Secretary, we append a form upon which they can model them. The writing should be clear, and sufficiently spaced out to admit of possible alterations, which should be initialled when made, in order to verify the corrections. It is well to leave a margin on one side.

**The Form of Minutes.**—"Minutes of a (General) Meeting of the (Society), held at \_\_\_\_\_ upon the \_\_\_\_\_ day of 19\*\*.\*

***Present:***—(Here insert the Chairman first).

"John Smith, Esq., in the Chair.

"Messrs. So-and-So, and So-and-So—(in order).

"The notice calling the Meeting was read by the Secretary.

"The Minutes of the General Meeting held on \_\_\_\_\_, were then read by the Secretary, confirmed by the Meeting, and signed by the Chairman.

"The Report of the Directors, and the statement of the Accounts of the Company were unanimously agreed to, on the Motion of Mr. —, seconded by Mr. —.

[If the Report, etc., be agreed to be taken as read by the Meeting, this item of the proceedings should be first recorded in the Minutes.]

"Upon the Motion of the Chairman, seconded by Mr. —, it was unanimously resolved that a dividend of, etc.

"Upon the Motion of Colonel —, seconded by Mr. —, it was unanimously resolved that Mr. — be, and

\* In the case of a Limited Company, the heading would be (say) The Third Ordinary Meeting of the — Company, Limited, held on the (31st May, 19\*\*), at (the registered office of the Company) at (four) o'clock.

he is hereby declared, elected a Director of the Company in place of Mr. —, who has resigned."

It is customary to pass a Vote of Thanks to the Chairman before closing the business, and this, too, will be recorded. It is not actually necessary, but is sometimes done, to add a note of the time the Meeting has lasted, thus.—"Duration of Meeting, 1 hour, 15 minutes."

If an Amendment be moved after the seconding of any Motion, it will appear on the Minutes somewhat as follows —

"It was moved by —, and seconded by —, that the Report and Accounts be adopted.

"Thereupon an Amendment was moved by Mr. —, and seconded by Mr. —, that—[then appears the Amendment from the terms of the paper handed to the Chairman].

"This Amendment, moved by —, seconded by —, was put to the Meeting by the Chairman, and negatived.

"The original Proposition was then put and carried, the numbers being — for and — against."

The various Motions and Resolutions should be entered in the following form.—

"It was moved by —, seconded by —, and resolved, that"—(here follow the terms of the Resolution). If the Resolution has passed without any dissentient voice, the word "unanimously," or the Latin phrase *nemine contradicente* (*nem. con*), may be inserted.

When a Report or Balance Sheet is passed and adopted, it is usual to paste in, or otherwise insert, a copy of the document in the Minute Book, so that the papers referred to may be in evidence. In point of fact, it is a wise precaution for the Secretary to insert, at its proper place in the Book, every document of importance, so that the Minutes may form a complete and presumably authentic record of the salient transactions at the Meeting.

The usual Resolution of a Vote of Thanks to the Chair-

man may be signed by the proposer of it in the Minute Book; but this act of courtesy is more honoured in the breach than the observance.

The foregoing is the general and most easily acquired form. The Minutes are compiled from rough notes, or from shorthand, taken at the time, care being observed in the transcription of the Resolutions and Amendments, which the Chairman should hand to the Secretary when he has received them from the Movers in writing.

**Other Details.**—We have now indicated the order of the business so far as the Minutes are concerned. But there are some important points to be considered in relation to the submission of Motions, the making of Amendments, the voting upon them, the taking of a Poll, and such matters, in regard to which the Chairman must have a wary eye.

Let us suppose the Chairman to have assumed the Chair, and preliminary business to be already disposed of. The time has come when someone desires to move a Resolution, or to submit some proposal to the Meeting.

**Object of any Resolution.**—Before going into the details of the Procedure, it may be as well to remark that every Motion brought forward must have relation to the business of the Meeting at the time. Any other should be ruled out of Order, and no Motions other than those for the furtherance and progress of the purposes of the Meeting, should be permitted.

The duty of the Chairman is herein clear, but by no means easy. "Many men many minds" is a motto which receives much exemplification in a Meeting, and the Chair may come to loggerheads upon the subject of the fitness of the Motion for discussion. We have known cases in which the Chair has been both appealed to, and remonstrated with, by other Members against, and in favour of,

a speaker who had in one instance been challenged by a Member, and on another occasion checked by the Chairman. There are meddlesome people at most Meetings, but the Chairman should not hesitate to keep them in order. Controversy with the Chair is not only indecent, but, to be quite frank, is apt to be regarded as proof that the President is rather a weak man.

## CHAPTER V.

### MOTIONS AND AMENDMENTS.

**Notice of Motion.**—It will be useful to consider in some detail the nature and scope of Motions and Amendments. Notice is customarily given of Motions with the precise terms in which they are to be submitted to discussion. The case is different with Amendments. There is no reason why it should be so in those instances in which the exact form of a Motion is made known, it may be several days beforehand, and one does occasionally find that Notice of Amendment to such and such a Motion is announced in advance. There is great convenience to all concerned in the practice, which should therefore be encouraged as far as possible. But when the terms of a Motion are not stated until the moment of its introduction, it is clearly impracticable for the Mover of an Amendment, however much he may wish to consult the general convenience, to intimate the character of his Amendment. To the usage which has just been sketched there are several exceptions. By the necessity of the case no notice can be given of the "Previous Question," nor, as a rule, of a matter of Privilege or Contempt, which may have emerged, so to speak, "all of a sudden."

**A Motion must Affirm.**—When the Mover rises, he should read from a slip of paper his Proposition, which he should

be careful to frame in the Affirmative Form. A Motion must always affirm, never deny. Something is, or something is to be! "That so-and-so shall," or "is to be," is the framework of the Motion. But although this is sound sense, Sir Reginald Palgrave holds that, in respect of the "Previous Question," the formula in vogue in the House of Commons nearly three centuries ago is preferable. According to this time-honoured precedent, the formula he approves of runs: "That the original Question be not now put." This phrase, therefore, constitutes an exception (and the only one) to the rule that every valid Motion shall affirm. With all respect for Sir Reginald, we hold the later usage is the better, and those of like opinion (and they are in a vast majority) maintain that one of its advantages is that the formula—"That the Question be now put"—offers no exception to the rule just stated. We shall refer to this matter later.

**Must be Seconded.**—The Mover having read the Proposition, it must be seconded. This is imperative, but, as already explained, may be done very briefly—either by raising the hat, as in the Commons, or in a brief speech, or by simply rising and addressing the Chair with "I beg to second that Proposition." If the Secunder do not speak, he may exercise his right at a later period of the debate.

The Chairman, having seen that the Motion has been seconded, reads the Motion, or requests the Secretary to read it, so that its tenor may be grasped by all.

**Putting Motion.**—If no Secunder be found, the Motion lapses at once. But if no one rises to discuss it after it has been moved and seconded, the Chairman will put it to the Meeting. He must be careful to put both "for," and "against," for he must not infer, from the fact that the Motion excited no discussion, that therefore it would



not be opposed. The opinion of the Meeting will be taken by a show of hands, and the majority, of course, decides the Question.

**Amendments.**—It may happen that an Amendment may be advanced, and this is usually brought forward—after the Chairman has read the Resolution—in the following manner:—

“Gentlemen,—The original Question was this, ‘That the Salary of the Architect of our Board be increased by an annual sum of Fifty pounds,’ since which an Amendment has been proposed to leave out the word ‘fifty’ and substitute ‘one hundred.’ This has been seconded, and the subject is now open for discussion, unless you prefer to proceed at once to the vote.”

**Opener of Debate.**—Should two Members rise, the Chairman should call upon the first who has risen to speak. But if two rise simultaneously, the Chairman should himself nominate one of them. If the audience exhibit a marked desire to hear the other, he may then take the sense of the Meeting on the point. Those present will not be slow to exhibit their choice, and the Chairman will announce him accordingly.

**Forms of Amendment.**—The Amendment may take different shapes. It may be what it purports to be, merely an amending or supplemental form of the Motion, modifying either the language or the scope thereof, or it may be more or less contradictory of its principle or objects. Again, it may tend to postpone the Debate, or it may move “the Previous Question,” or it may be in the form of a proposition for the Adjournment of the Debate.

**Put in the Affirmative.**—Amendments, like Motions (with the possible exception already commented on), must

always be put in the Affirmative Form, and the speaker to the Amendment must clearly intimate the mode in which he wishes to present his traverse, whether to amend or banish the original Motion.

**Of a Speaker's Views.**—If the speaker be vague, and apparently uncertain, the Chairman may, after a while, rise to request him to elucidate his views, if he notice any uncertainty or impatience in the audience in regard to the Mover of the Amendment. But such interference should be sparingly exercised, and always with care and courtesy, for the Chairman must be jealous of the rights of minorities. Moreover, he must make every allowance for possible nervousness from which many speakers suffer, and which may account for the incoherence observable in his remarks. Those who are "unaccustomed to public speaking" should not be too eager to place themselves in embarrassing positions.

**Motion must be Relevant.**—The Motion—the Original Motion advanced—is, or ought to be, in accord with the aims of the Meeting as set forth in the Notice or Advertisement calling it. Of this the Chairman will assure himself, if need be. His ruling upon the subject is final.

**Object of Amendment.**—The Amendment usually substitutes another form of words for the Original Motion, and is generally framed with this intention. A direct Negative, as cannot be too often repeated, to a Motion is not a legitimate Amendment. Such a refusal, or rejection, is effected by voting against the Motion. The Amendment modifies, trims, or suggests an alternative to the Original Motion. Thus someone may move as an Amendment, to insert certain words after "That" with which the Motion begins. Numerous instances occur in the course of Parliamentary Debate, of Amendments "to leave out

certain words" of the Original Motion, which thus may virtually become an entirely fresh proposition.

**Three Classes of Amendment.**—So in Parliamentary Practice there are three classes of Amendments. There is, in the first place, an Amendment by the omission of words; in the second, Amendment may take the form of adding words; and, in the third, Amendment may proceed to leave out certain words in order to procure the insertion of others.

Occasionally an Amendment is moved upon an Amendment. In such a case the Amendment No. 1 is put forward into the position of an Original Motion—or Substantive Motion—itsself. The true Original Motion retires out of ken for a while, and the Amendment it gave rise to steps into its place. This is a cumbersome and confusing method of eliciting opinion and, though not unknown in Parliamentary practice, is decidedly inferior to the more usual and more popular manner of approach, whereby after one Amendment has been disposed of another may be proposed. Procedure is simplified, and the audience more readily grasps the issue. A Chairman should always prefer the customary to the pedantic or academic style.

**Form of Putting the Amendment.**—The well-known formula "That the words proposed to be left out [by the Amendment] stand part of the Question," is sometimes adopted when putting the Original Motion, though it is clearer to put the Motion itself—if the Amendment have been rejected.

The Amendment to the Original Motion was that a certain paragraph in the Motion be omitted. Some Members desire to retain a portion of the proposed omission. Hence they will try to amend the proposed Amendment by leaving out from it the words which are to be retained. This is what is called an Amendment of an Amendment.

**Seconding an Amendment.**—The person seconding an Amendment need not, as we have explained, make his speech at once, but may formally indicate his seconding and reserve his speech until a later period. There is, however, the chance that this opportunity may not arise—the audience may grow impatient of further debate, for instance—and it may be safer for him to advance his arguments while there is time. He has no right to interpolate any remarks, as arguments, after he has seconded the Amendment.

**Of Speaking to It.**—It is, however, permissible for a Member to speak again when the Original Question has been disposed of.

For instance: When a new Question is raised by an Amendment, or by a new Motion, and such is proposed by the Chairman it is competent for any Member to rise and (if permitted) to speak upon the Motion or any Amendment thereto, newly put.

This liberty does not extend to an Adjourned Debate upon the same Question, though it applies to the Motion for Adjournment which raises a New Question.

**The "Previous Question."**—The Previous Question, which is often moved, is merely a device for setting aside, or getting rid of the Motion proposed, without the formality and debate of an Amendment, and in fact without any trouble at all. It is simply a very summary way of shelving a Motion, and proceeding with the further business upon the Agenda.

This is the most convenient method of setting aside a non-acceptable proposition, which may put the Chair in a quandary, or be otherwise "awkward," and of saving the President the chance of incurring any odium, or remark, regarding his action, on the part of the Mover and his supporters. Although the Chairman may wish to

close the Motion and "nip it in the bud," he cannot well do so without running the risk of an imputation of favouritism, so someone moves the "Previous Question" for him.

**Procedure on the "P. Q."**—A Motion is made, let us assume, and seconded in the usual way. The Question is then put, and in order to avert a vote on the main issue, someone moves the "Previous Question," which, be it noted, can only be moved when the Question on a Substantive Motion is before the Meeting. It cannot, therefore, be moved upon an Amendment. If the "Previous Question" be carried, the original Question to which it referred must be put forthwith without further discussion.

The "Previous Question" is a myth—the "Chiltern Hundreds" of debate, so to speak, which is always supposed to be existent—and takes the form, according to the House of Commons procedure, of the words, "That the Question be not now put" (which, as we said earlier in the chapter, seems to us a less desirable formula than the common, "That the Question be now put").

No Amendment can be moved to a Motion after the Motion for the "Previous Question" has been made, although the latter may be moved after an Amendment has been settled, and the Original, or "Amended Original" Motion is again before the Meeting for the final Vote.

**Rule as to the "P. Q."**—The Rule as explained by Sir Reginald Palgrave is as follows:—

"A Motion for the Previous Question (*i.e.*, 'That the Question be not now put') shall for all purposes of Order be dealt with as an Amendment. It shall take precedence over all other Amendments." And again:—

"The Proposal for the Previous Question is prefaced with the words used in proposing an Amendment, thus The Chairman says,—

“The Original Question was this: That so-and-so, etc., since which the Previous Question has been proposed.

“The Question is, That the Original Question be not now put.”

**Use of the “Previous Question.”**—The Motion of the “Previous Question,” it will be seen, is an extremely useful weapon, as a means whereby a Motion undesirable, but not irregular, or out of Order, may be shunted. It may be perfectly admissible as a Motion, but most inconvenient to discuss. The Chairman cannot forbid its being discussed, though the time of the Meeting be thereby wasted. The Motion of the “Previous Question,” then, is just a Motion for proceeding with business, and for getting rid of undesirable discussion. It is thus liable to abuse as a means of burking discussion. Theoretically and in intention, however, it may be perfectly harmless. There is an implied right on the part of everyone present at a debate and entitled to take part in it, who feels that discussion has gone on quite long enough, or desires to shelve the matter, to rise and propose: “Mr. Chairman, I move that the Question be now put.” But this right fell into desuetude, if, indeed, it were ever generally exercised, and the “Previous Question” is the only form in which it now survives. Commonly, the Proposer wishes to shunt the topic, so the “Previous Question,” as popularly understood, is the only one which its Proposer and Seconder vote against, though in the Parliamentary formula, they will vote for it as usual.

**Motion for Adjournment.**—The Motion for Adjournment has been mentioned, and should be commented on. This Motion may be made at any time during a debate, and may be repeated, with some little necessary variations, frequently. It is another method of setting aside an undesirable Motion, or of obstructing business, but should not be indulged in by

anyone not sustained by the majority, for it is an invidious Motion, save when used for the perfectly legitimate purpose of postponing a debate until a more convenient season.

**Procedure.**—As soon as ever the Motion for Adjournment of the Meeting, or "That the Chairman do leave the Chair," is moved and seconded, the Chairman is compelled to put it immediately in the usual form—thus:—

"The Question is that this Meeting be adjourned"; or, "The Question is that the Chairman do now leave the Chair."

If this be carried the Meeting stands adjourned; but sometimes an Amendment is moved to fix the time or date of resumption of Proceedings. Then the Question is again put in the usual formal manner.

**Movement of Adjournment Rules.**—But the Motion for Adjournment cannot be made or supported by any person who has already intervened in the debate upon the specific Motion then before the Meeting, nor by anyone who has moved or seconded an Amendment to that Motion. The same rules apply to Motions for Adjournment as to the "Previous Question," and until a new Question be put, no one who has already spoken in connection with the "present" Motion, can be permitted to intervene.

Of course the very fact that someone has made a Motion for the Adjournment, and that it has been seconded, releases the former speakers. The embargo is immediately removed, because a New Question has been put from the Chair, and the original Motion sinks out of sight temporarily.

We have, then, considered the manner and the procedure of making a Motion and an Amendment. The Motion is declared in a sentence, affirmatively, crystallised and preferably short, but it may, as in a case lately at a Meeting, be split up into several Motions, each of which had to be proposed separately, seconded, and put to the Meeting.

Motions put "*en bloc*" and "*seriatim*."—The occasion was a General Meeting, and the Motion was that the Committee of the Institution be re-elected—as previously—*en bloc*. This Motion was seconded, and the Chairman rose to put the Question, when an Amendment was made that each Member of the Committee be elected separately.

This Amendment was seconded, and the New Question put to the Meeting. It was carried, and so seven different Motions had to be made, seconded, and put to the Meeting, every one of the Questions being carried without any dissentient voice, although the alteration in procedure had been carried by a large majority of the Meeting.

Of course the incident just alluded to was comparatively trifling, but it might happen that a Motion upon a subject includes several clauses, and if so, an Amendment might be carried requiring the Motion to be put clause by clause, each clause as a separate Motion.

In this way a long debate might be initiated and carried on, because anyone could speak upon each New Question, as put from the Chair, though as a matter of practice the general and, in truth, the real debate takes place upon the first clause of the Motion, as speakers to that usually say all they have to say upon the whole subject, and practically whittle the debate down to the discussion upon the first paragraph before them.

Nevertheless, the various clauses must be proposed and put, whatever the chances of the speakers may be in the end regarding the later clauses. This is perhaps an extreme illustration, because greater care is ordinarily shown in the drafting of Motions.

**Rights of Members.**—We have so far in this chapter considered the various Motions and Amendments which Members of Meetings are entitled to make. Each Member, it should be recollected, has a right as a Member to make a Motion or to second one, and to speak upon it, if he be in Order.



**Chairman's Duty to Listen.**—The Chairman, moreover, however unpopular a speaker or his principles may be, must listen, and give the person the opportunity he desires, unless he (the would-be speaker) is objectionable to the majority of the audience. Even then he should claim indulgence for the man.

The latter may move a Resolution, although unwelcome as a speaker, and the Chairman must be careful to assist him in making the Motion. If it be not seconded it drops, so indignant Members may profit by that assurance. There is nothing to prevent any properly qualified Member from proposing a Motion or from seconding one, and the Chairman must give such person facilities.

In a broad sense the Chairman is the guardian of minorities, and must use due diligence to procure fair play, always provided that their attitude towards him is deferential and their behaviour in the Meeting becoming. They must not be browbeaten or overridden by brutality either of force or speech. Having carried his intercession as far as a gentleman should, and the circumstances of the case justify, the Chairman will have a good conscience in allowing the will of the majority (which, after all, has its rights) to prevail.

We will now briefly direct attention to certain details of Parliament procedure, which is always more or less interesting and not without valuable guidance and instruction for all who occupy the Chair.

## PARLIAMENTARY PROCEDURE.

### NOTICES OF MOTION—PUTTING THE QUESTION— VOTING—A DIVISION—TELLERS.

**Notices of Motion.**—As most folk are aware, the Orders of the Day in Parliament constitute the Agenda of the House. The Notices of Motion are given by Members named by the Speaker in succession from the list

before him. When a Member is thus called upon, he rises, reads his Notice, and seats himself as soon as convenient. This procedure is repeated until the list is exhausted.

It often happens that the Member who has given Notice is not disposed to give the intended Notice, generally because he perceives that the chances of his ever being heard on the particular day for which he has put down his name are small, in consequence of others being before him.

He therefore expresses his intention to postpone his Notice of Motion for the time being and so when his name is called he does not read the Notice. He courteously raises his hat, and bowing to Mr Speaker, who has called him, thereby intimates to him that he does not wish to accept the place on the list which has been allotted him.

This position on the list before the Speaker is a matter of chance, as it may appear, for, though each Member desirous of giving Notice has written his name on the list—numbered in the margin, and ruled—the calling early or late is a matter of lot.

Suppose a ruled paper with numbers in the lefthand margin. Against each number (say 1 to 40) a Member writes his name. There are then duplicate numbers put into a ballot-box, and when business begins the Clerk at the Table, like Jack Horner, "puts in his thumb" and pulls out a number—whichever he happens to seize. It may be No. 1 or 40, or any intermediate number.

The Clerk referred to then announces the number. The Speaker looks down the list for, say, No. 24, as announced, and calls out the name of the Member which is written opposite 24 on the paper. He thus gets first choice of the days vacant within a month, and secures the best place for his Motion on the open days—unless Government has appropriated all the time of the House!

"Putting the Question" in the House is practised as in other assemblies, which, however, in many respects have

adopted a more businesslike and more intelligible usage. It should be remarked that in the House of Commons the division is first taken upon the Original Motion, and not on an Amendment, save in Committee of Supply, when the popular method is followed and the Amendment is put first. Suppose a Bill is introduced: the Original Motion is "That the Matchbox Bill be now read a second time," and someone has moved an Amendment "That the word 'now' be omitted and 'this day six months' inserted." The Speaker then states the facts as follows—mentioning the title of the Bill—in the prescribed form, viz. :—

"The Original Motion was that this Bill be now read a second time.

"Since then, an Amendment has been made to leave out the word 'now' and insert the words 'this day six months.' " These words, as all the world knows, are the recognised form in which the *coup de grâce* is administered to many Bills.

Voting.—On the Original Question the House will divide, and as the division goes so is the Speaker's decision. Those Members in favour of the proposition "That the Bill be now read a second time" (the Original Motion) will say "Ay!" those in favour of the Amendment will say "No!"

The Speaker then declares his impression of the sounds, and whichever side he imagines has the more voices he declares "has it." "I think the 'Ayes' have it," he may say. But the "Noes" deny this, and the House is closed for a division, two tellers being appointed on each side—those on the Government side being the whips, the Mover and Seconder being tellers for the Amendment they made.

Division in the House.—Two minutes by the glass is the period allowed for Members to come in, and many are

at times shut out. The reading-, writing-, and dining-rooms, the smoking-room, and the terrace are deserted when the electric bells go ringing and the sand-glass is running faster than the Members themselves. Then the cry of "Order!" announces that the sand is run out. The doors are locked, and no one can enter now. Silence in the House!

The Question is put to the House—full again—and then the "Ayes" and "Noes" file off into their respective lobbies right and left, the "tellers" in pairs one of each together. The clerks "tick" off the list of the men as they file in. The tellers count the Members as they pass into either lobby, and, after the division, state the numbers to a clerk at the table. By and by the result is handed to the Speaker, who announces it to the House.

Should the numbers "tie" the Speaker gives the Casting Vote as he thinks fit. The Motion is thus carried or negatived, and the Bill is ordered to be read a second time or it is withdrawn.

**Tellers.**—No division can be taken unless there are two "tellers." If only a single Member challenge the decision of the Speaker as to the "Ayes" having it, he will be required to name his tellers should he persist in his defiance of the expressed wish of the House.

The Speaker of the House, or the Chairman of Ways and Means, may, in gauging the sense of the House, determine the limit of discussion, and "put the Question" if a Motion be made to that effect on his suggestion.

The Speaker or Chairman may also stop an irrelevant speech.

Those who desire to read up the subject will find an exhaustive account in the work on "Parliamentary Practice," by Lord Farnborough, who is probably better known to the majority of folk as Sir Thomas Erskine May.

## CHAPTER VI.

### FORMS OF AMENDMENT.

**Universal Practice.**—It is scarcely too much to say that except in Parliament, the custom of submitting an Amendment to the Vote before the Motion which it seeks to amend is practically universal. The method is extremely simple and, in public Meetings especially, simplicity should be aimed at. Every step in reaching a decision is clear. The Amendment is put first and is either carried or lost. If carried, the Original Motion vanishes, and the Amendment itself becomes the Substantive Motion, *and must be put again as such*. It is now competent to propose another Amendment to it (which must, of course, be relevant), and if this be carried it, in turn, will become the Original Motion, and so the debate may go on until, by a process of exhaustion, the final opinion of the Meeting has been ascertained. But if the first Amendment be lost, the Original Motion is still before the Meeting, and before putting it to the Vote the Chairman will ask whether any other Amendment is forthcoming, and if not will put the Motion itself to the Meeting.

Sir Reginald Palgrave condemns the universal custom under the impression that the merits of the Original Motion are lost sight of when it and an Amendment are both under discussion at the same time. He cannot see that supporters of either or both are entitled to lay their views before the audience with such force of argument as they can com-

mand. Before the Vote is taken all that can be reasonably urged in favour of either proposal has been urged, and if the audience declare for the Amendment by an absolute majority on the count of the show of hands, why should a Motion which has been thus rejected be still regarded as possessed of vitality? It has been killed in argument, and is rightly looked upon as extinct.

**Forms of Amendment.**—On a former page we met the distinction which is familiar to all who attend Meetings between the different forms of Amendments. But the wording of them, the terms in which they are put, are not so familiar, and we have known listeners become hopelessly bewildered by the various Amendments. Such persons often ended by voting for the views against which they had been roundly inveighing a few minutes before.

As we have stated, the ordinary forms of Amendment are those which omit words of the Motion, those which insert words into the Original Motion, and those which act both ways—viz., leave out some words and insert others.

Students of Parliamentary Procedure will remember the formulæ employed:—

"That the words proposed to be left out stand part of the Question."

"It is suggested or proposed to insert so-and-so," etc.

"That the words 'so-and-so' be omitted, and the words 'so-and-so' be inserted instead thereof."

**By Omission of Words.**—Let us take a not uncommon form of illustration of a Motion, to illustrate the procedure by means of leaving words out:—"That the Salary of the Medical Officer be increased by a sum of £50 from this date, on approval by the Committee."

An Amendment is moved to this to omit the words "on approval by the Committee." The Amendment being seconded, the Chairman rises and says,—

"The Question was that the Salary of the Medical Officer be increased by a sum of £50 from this date, on approval by the Committee.

"An Amendment has been made to leave out the words 'on approval,' etc.

"The Question now is, That the words proposed to be omitted stand part of the Question."

**Votes.**—The Members present then vote, and their relative Votes, for and against, are counted. In the case of an equal number upon each side, the Chairman will give a Casting Vote.

In this case, if the "Ayes" have it, the Amendment is, of course, lost. The words remain, and the Motion is open for discussion in its Original Form.

If, however, in the above case the Amendment be carried, the words "on approval by the Committee" are omitted, and the Chairman puts to the Meeting the Motion without the said words. Thus:—

"The Question as amended [or the Main Question as amended] is 'That the Salary of the Medical Officer be increased by £50 from this date.'"

The voting is then proceeded with, and the officer receives the addition, to which his talents, no doubt, entitle him.

**By Inserting Words.**—The same manner of proceeding is adopted when the Amendment seeks to insert certain words into the original Motion.

Supposing that the Motion already made were altered so that it read "That the Salary of the Medical Officer of the Shillinghill Institution be increased £50 from this date," the Chairman would proceed in the way already indicated, by stating the Original Question; then he would say:—

"An Amendment has been made to insert the words 'of the Shillinghall Institution' after 'officer.' The Question is that the words suggested be inserted."

The Amendment, if carried, to that extent alters the Original Motion, which is put as amended.

But if the Amendment be not carried, the Motion is put to the Meeting in the Original Form.

**By Substitution of Words.**—Precisely similar procedure is carried on upon the occasion of the substitution of words in lieu of others. The Original Motion is put, and the Chairman proceeds as follows:—

"Since then, the following Amendment has been proposed—viz., to omit the words 'So-and-so,' and to adopt the following words instead thereof—viz., 'Such-and-such.'"

"The Question is, 'That So-and-so [the original words] stand part of the Question.'"

If these original words are retained, the Amendment falls to the ground. If not, the Question becomes that of the insertion of the suggested words, and since this has been carried, the Original Question, as amended, is then put to the Meeting and voted upon.

**Company Amendments.**—The practice of dealing with Amendments in Company Meetings is simpler than the Parliamentary method, though founded upon similar principles.

Unless at a special meeting, anyone can move an Amendment, though sometimes Amendments are purposely excluded by the terms of the Notice of Meeting. Such exclusion, however, seems of doubtful legality, since there is a *prima facie* right to propose a relevant Amendment. The Amendment must, of course, keep within the terms of the Notice aforesaid. If not it cannot be put from the Chair.

A discussion may arise upon this point of Order—



whether the Amendment be admissible. The Company's legal adviser, who should be present upon these occasions, can decide such fine points, and the Chairman will do well to be guided by him on all matters involving legal niceties.

**How Put.**—The Amendment is put shortly at Company Meetings, thus :—

"The Original Question was, 'That So-and-so.'

"To this an Amendment is moved, 'That Such-and-such.'

"Those in favour of the Amendment hold up one hand.

"Those against the Amendment hold up one hand."

Then the verdict is pronounced, and business goes on.

In Company Meetings the procedure as to Amendments is somewhat strictly interpreted. For instance, if, *inter alia*, the Notice intimates a proposal to increase the capital by £30,000, an Amendment to double this amount would be construed as irregular, since it would be held improper to call Members together to consider a definite and limited proposal, and "spring" upon them a much larger one. The assumption is good that absentee Members stayed away because they had no objection to the proposal as set forth in the Notice. Where, on the other hand, the proposal in the Notice was couched in much more general terms, as, for instance, merely "To increase the capital," this will afford wide scope for Amendment. The Chairman must therefore examine the Notice paper very scrupulously and see that there is no vital variation from it in the Agenda or the terms of any Amendment which may be handed in during the Meeting. He must not refuse a relevant Amendment, even if he be under the belief that it is *ultra vires*, since this refusal might invalidate the resolution which the Amendment was drawn up to modify. Even if the Mover of the Amendment omit to challenge the Chairman's decision there and then, this omission will not

jeopardise his right to impeach the resolution. It is evident, therefore, that at Company Meetings the Chairman, unless himself an expert, should insist upon the attendance of the Company's legal adviser to protect himself. One curious divergence from general usage applies to Company Meetings, for, unless the regulations otherwise provide, an Amendment need not be seconded if put and voted on.

## CHAPTER VII.

### ON THE WITHDRAWAL OF MOTIONS.

**Wish to Withdraw.**—Not unfrequently it happens that the Mover of a resolution has been completely satisfied, and, it may be, answered by the turn the debate has taken, and sees no reason why he should press the matter at issue to a division. Now and again it may be deemed necessary to teach a busybody a lesson and give him a thorough drubbing by voting his resolution down by a huge majority. Speaking generally, however, the desire to retreat from an untenable position, or from a line of counsel, conduct, or criticism which has ceased to count is commendable, and no obstacles, as a rule, are interposed. But a certain course of procedure must be followed. The Mover has no power to withdraw, since a Motion when moved and seconded has passed beyond his control, and, so to say, belongs to the domain of the Meeting. Nor has the Chairman any right of interference. The Mover is at the mercy of the Meeting. Having intimated to the Chairman that he has no wish to go to a vote, and having obtained his Secunder's consent, the Mover asks permission of the Meeting to withdraw his proposition. The Chairman thereupon proposes, "*That the Motion proposed by Mr. — be and is hereby withdrawn by leave of the Meeting.*" If carried, this will convey the desired freedom to the

Mover and Seconder, and any Minutes that may be taken of the incident will merely record that the Motion was "withdrawn by leave."

**Mover must Act.**—As described, the method of Withdrawal is very simple and, without impropriety, the Chairman may facilitate it; but the intention must originate with the Mover. It is a mistake to suppose that his Seconder has the right to do so, although his consent to withdraw must be obtained and recorded, as was made clear in the previous paragraph. Of course, if the Mover is obliged to leave the Meeting, he might, by courtesy, intimate his desire, and allow the Seconder to continue the negotiation. But the latter can never be the prime Mover.

This Withdrawal must be arranged and carried out before the original Question is submitted to the Vote. The Mover may be satisfied in the manner already mentioned, or may perceive that his Motion has no chance of success, that the speeches already made have divested it of real point, and even that the Vote will cast some amount of obloquy or ridicule upon the Sponsors.

*Why the Seconder cannot act may not be evident at once.* But a little reflection will make it clear. It is curious but true that at public Meetings some men are prone to yield to sentiment. Thus they often second a proposal, not because they take any particular interest in the subject of it, but because they "feel for" the Mover in his solitary position—as it were, "one against the world"—and so they weakly second his Motion just to enable it to be discussed. As long as there exists suspicion about the Seconder's *bona fides*, so long will he not be suffered to lead.

**Withdrawal of Amendment.**—But what happens if an Amendment have been proposed and seconded to a Motion

which the Mover wishes to withdraw? To withdraw an Original Motion to which an Amendment has been moved, the Chairman must ask the Meeting to agree to the withdrawal of the Amendment.

Such Amendment, if made, cannot be withdrawn, even with the consent of the Meeting, unless the Mover and Secondor (or certainly the Mover) of the Amendment agree to this course.

The Chairman, therefore, upon the expressed desire of the Mover of the Original Motion to withdraw his proposition after the Amendment has been made—but not put to the Meeting—must obtain the sanction of the audience, with the consent of the Mover of the Amendment, that it may be withdrawn.

There are thus wheels within wheels; the Mover of the Amendment must assist in getting his Proposition out of the way before the Original Motion can be backed out.

**If Amendment be Negatived.**—Should the Amendment have been put, and negatived, the way is clear, and the Mover of the Original Motion may proceed to withdraw it by leave, as explained.

**If Carried.**—If, on the other hand, the Amendment have been put and carried, of course the Original Motion is no more and, being non-existent, cannot be withdrawn. In such case, however, it is difficult to imagine its Mover asking for permission to withdraw it. Really, he must act earlier.

The Chairman should clearly dissociate the arguments concerning the Motion for withdrawal from the Main Question, and permit only the former subject to be discussed (when once it has appeared) until it be settled.

**“One Man One Speech.”**—The “one man one speech” principle should in this, as in every instance, be adopted

on each Motion, else the Debate may drag its slow length along, and those who do not wish to speak, but who have fixed ideas and wish to vote, may be detained, to their loss and annoyance.

**Long Speaking Undesirable.**—There is a great tendency to speak inherent in some men. The majority are too diffident to rush in, but if irrelevant matter be permitted, or speeches of inordinate length be not checked, business will certainly suffer.

“Sharp’s the Word and quick’s the Motion” is an excellent motto for a Meeting.

**The Closure.**—We must now briefly consider the usual method of the Parliamentary Procedure as regards Closure and the Gag, so well known from the practice in the House of Commons. At the same time, any discussion here is almost purely academic, for most assemblies and every public Meeting have long had an effective method of bringing debate to a permanent or temporary close, without inflicting much hardship upon anybody.

We need not, then, go into the question of moving the Closure for the purpose of deliberately stifling debate and of crushing opponents unheard. We will only regard the customary method of quenching the fire of debate, when absolutely necessary for the conduct of business and the protection of the Chairman.

**Not to be Used Unfairly.**—No unfair means to close a debate should ever be resorted to; yet it often occurs that a discussion is needlessly prolonged, and perhaps purposely prolonged by some person or persons. It then may be desirable to close the Debate by protest—unless, indeed, the howls of the audience have already produced the desired effect.

**Closing Debate Gently.**—If the mind of the Meeting be evidently made up, practice sanctions the Closure being proposed by means of a Motion, "That the Question be now put." Anyone may rise and make this Motion which, if it be seconded, must be put to the Meeting by the Chairman, who will allow no debate and who must not be intimidated or interrupted in this obvious duty, although at the meetings of some public bodies, as distinguished from public Meetings, he has a power of veto.

If this familiar form of Closure be carried, the Amendment or Original Question under discussion must be put to the Vote forthwith.

**Putting the Closure.**—The Motion thus made to put the Question will necessarily cause an interruption of the person who is then speaking, unless, as is the better and more considerate course (if there be room for courtesy in the circumstances), the Motion be made at the close of a speech. But such an interposition is quite within the Mover's rights while a Member is speaking, and the Motion may be made, according to the practice of some Meetings, after the Debate has been continued for an hour. As to such a proceeding, however, it is very arbitrary, and the Chairman must take care not to countenance any high-handed action. It was, no doubt, to avoid anything of the kind that a right of veto was vested in the Chair.

**If Carried.**—If the Motion for the putting of the Question be carried by those present, the Member who made the original Motion under dispute should be called upon to close the Debate in reply (ere the Closure be acted upon); but he will be wise to cut his remarks as short as possible.

**Right of Chairman to Quench Speech.**—It is within the province of the Chairman to warn a Member, or speaker, to discontinue his speech if he persist in vain repetition

discussion without personal feeling or the imputation of motive.

**Chairman's Duty.**—The Chairman must, in such circumstances, be firm and decided in his procedure, careful to be within the Rules and Regulations governing the Company or Board ; and in any legal point he should seek the assistance of the Solicitor, who should be present. In the absence of the legal adviser, the Chairman should consult the Acts, Articles, and Notice of the Meeting, which govern all the Proceedings of the Meetings of Members of Joint Stock Companies.

It is hardly necessary to add that Order must be strictly observed, and no interruption permitted—points with which we have dealt in an earlier chapter.

**Closure in the Commons.**—It may be of service if we quote in full the Rule for " Putting the Question " which governs the House of Commons :—

" When it shall appear to Mr. Speaker or to the Chairman of Ways and Means in a Committee of the whole House during any Debate, that the subject has been adequately discussed, and that it is the evident sense of the House or of the Committee that the Question be now put, he may so inform the House or the Committee ; and if a Motion be made ' That the Question be now put,' Mr. Speaker or the Chairman shall put such Question, and if the same be decided in the affirmative, the Question under discussion shall be put forthwith.

" Provided that the Question ' That the Question be now put ' shall not be decided in the affirmative, if a division be taken," if, in the opinion of the Speaker or the Chairman of Ways and Means, the Motion is an abuse of the rules of the House, or an infringement of the rights of the minority. But there is this important proviso, which we



may state in the words of the Editor of Lord Farnborough's standard work, that if "when a division is taken, it appears by the numbers declared from the Chair, that not less than a hundred Members voted in the majority in support of the Motion, it is decided in the affirmative."

## CHAPTER VIII.

### POLLING AND VOTING.

HARKING back to the procedure at Company Meetings, we must now direct the Chairman's attention to a few peculiar features which characterise such gatherings almost exclusively. Happily, no points of practical difficulty are involved and, since he must be assisted by the Secretary (whose efficiency may be assumed), his lot need not be regarded as unpleasant. But as Shareholders are "kittle cattle," and have occasionally been known to behave imperiously and noisily, the Chairman should coach himself thoroughly in the technicalities of control and management which crop up when the business leaves what may be called the beaten track. His chief requisites are *presence of mind*, *promptitude to seize points*, perfect fairness in his rulings, and unfailing courtesy.

We may suppose a Debate closed. All the speakers for and against the Motion, alternately if possible, have had their say, and the Question is put by the Chairman in the usual manner :—

"The Question before the Meeting is 'That So-and-so' [reading it]. Those who are of that opinion hold up one hand [counting them]. Those who are of contrary opinion hold up one hand [counting them]."

In the event of the majority being in favour, the Chairman declares the Motion carried.

**The Poll.**—But a Poll may be demanded. That is, someone in the audience is of opinion that the Chairman has erred in his conclusion; or, if the Vote have been taken by the expression of "Ayes" and "Noes," that his ears have deceived him.

This person, therefore, challenges the decision as soon as the Chairman has announced it, and demands a Poll (or counting) of each Voter.

**Poll and Regulations.**—Now, unless there be a Rule to the contrary, any Question may be submitted to the test of a Poll; but the call for a Poll must, of course, be strictly in accordance with the Articles of the Company or regulations of the Society or Institution. If the demand for a Poll be in order, the Chairman has no alternative but to grant it and to fix the time and place for taking it. The demand, if regular, for a Poll squashes the result of the show of hands, whatever it was.

**Conditions of Poll.**—For instance, in a Company (Limited) the Articles may insist upon certain qualifications. The person or persons must have, let us say, a certain holding of Share capital in the Company; or certain conditions may be attached to the demand, such as the number of persons who shall demand it, or that it must be made in writing, a precaution which the person demanding usually observes by having the demand already written out in his pocket. Whatever the conditions the Chairman must recognise them, if they are in order.

The person or persons will demand the Poll in writing, stating their names and holdings of Shares, and the Motion upon which the Poll is demanded.

Their qualifications having been verified by the Secre-

tary, for which purpose the Share Register should be in evidence, the Chairman will make the necessary announcement respecting the Poll to the Meeting.

**Time and Place.**—The Chairman will then fix the time and the place for the Poll, which may be taken immediately, or may be fixed for a future date if it be desirable to have the Votes of all the Members, or of some Members not present at that Meeting.

The Poll, even if not taken there and then, is to be deemed as part of the proceedings at the Meeting, for though another day be appointed for it, this is not an adjournment. It is, however, not uncommon to adjourn to hear the result. If not completed on the day on which it is begun, the Poll must be continued subsequently, for the Chairman may not close it so long as Voters are coming in.

The Chairman has absolute discretion as to the time at which the Poll should be taken. Section 56, Table A, of the Companies (Consolidation) Act, 1908, stipulates that the Poll shall be demanded by at least three Members, that it shall be made before or on the declaration of the result of the show of hands, and that in the absence of such a demand, Vote by show of hands shall be decisive.

**Show of Hands.**—In taking a Vote by show of hands the Chairman, unless the Articles otherwise provide, must count the hands held up "for" and "against," and declare the result without regard to the number of Votes each Member has, and without regard to the fact that some Members hold proxies for some other Members. Where the number on each side is equal, the Chairman has no casting vote by common right.

**Table A on Polls.**—"If a Poll is duly demanded," says Section 57 of Table A of the Act, "it shall be taken in such manner as the Chairman directs, and the result of the Poll

shall be deemed to be the Resolution of the Meeting at which the Poll was demanded." On a Poll the Act expressly allows every Member one Vote for each Share of which he is the holder.

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of Shares in the Company have been paid.

But, generally, the number of Votes must depend upon the Rules of the Company, for Table A is not suited for every Company, and nearly every private Company possesses its own Articles of Association, and need not adopt Table A.

If there be no stipulation as to Votes, each Member, as we have said, is credited with one Vote only, or one Vote for each Share he personally holds.

**Postponement of Poll.**—If the Poll is not immediately taken it may be very awkward, and so ordinarily the Poll *is proceeded with at once, and the iron is struck while hot.* But, as a usual practice in important questions, the Poll is taken on the next day, or the next but one, when Members can vote (by Proxy or otherwise) if competent to do so.

**Summary Poll.**—As regards the directions as to taking the Poll in such a manner as the Chairman directs, it has been urged that if the Poll, as in Table A, is to be taken in accordance with the Chairman's instructions, it is doubtful whether it can legally be taken at once. Nevertheless, Lord Justice Buckley, one of the greatest authorities on the subject of Company law, entertains no doubt on the matter. Sir Reginald Palgrave, moreover, states that "if under legal provision a Poll is held in such a manner as the Chairman directs, it has been determined that the Chairman may direct that the Poll shall be tak'n by the

same Meeting at which the demand is made." This is the law of the matter.

The Chairman must note that though not present when a Poll was demanded, a Member may nevertheless Vote and, further, that to shut out and exclude a Voter may invalidate a Poll.

**Method of Polling.**—When a Poll is taken, Members usually write their names for or against the Motion on a list prepared for the occasion by the Secretary. This list or form gives the information required respecting the Voters, their number of Shares, etc., whether by Proxy, etc., and the Votes, whether for or against the Motion.

Anyone can then see at a glance the state of the Poll, and whether the proper conditions have been complied with.

Scrutineers are usually appointed by the Meeting or the Chairman to examine and count the votes and report the result to the Chairman. *This precaution should never be omitted.*

When the Poll is "closed," the Votes are counted and the report made to the Chairman, who will announce the result to the Meeting. This is a very simple matter, though in some instances the personal Votes and the Proxies are taken separately, and then added together.

**Proxies.**—Proxies are permissible under certain restrictions which the Articles commonly lay down. The Proxy paper is generally impressed with a (penny) stamp; sometimes the stamp is merely stuck on the instrument. The stamp in this form should be cancelled by the person executing the Proxy, either by placing his initials and the date on it, or by otherwise marking it so as to render further use of it impossible.

The form of instrument appointing a Proxy is described in Section 67, Table A, of the Companies (Consolidation) Act, 1908. If for more than one Meeting it must bear a

ten-shilling stamp. The Proxy is only available for one Meeting, or any adjournment of it. A Proxy must write his own name in the list, and that of the Member for whom he is Proxy, and lodge it forty-eight hours before the Meeting.

Proxies, as such, are not available when a Poll is demanded, nor when voting is by holding up the hand, in the usual manner—a "show of hands" as it is termed. On these occasions Members must vote personally.

**Abstention from Voting.**—Numerous instances have arisen in which some Members, though present, have not recorded their Votes. They have listened to the discussion, but have abstained from voting upon some plea, perhaps thinking that any responsibility is thereby avoided, or unwilling to vote against a friend or to agree with an enemy. "Trimming" is not wholly without its penalties, however, since it may afterwards appear that the Vote, on one side or the other, was of final importance.

In Parliamentary practice, we know, the Member must vote if he is present in the House at the Division, and, equally, no Member can vote unless he happens to be present when the Speaker puts the Question. But, obviously, this procedure does not obtain outside the House. There is no compulsion in the matter in ordinary Meetings.

**"Trimming."**—Nevertheless, we have known cases in which Members, by declining to vote after hearing the discussion, have fancied that they neither countenanced nor disapproved of a measure—Members who wished to please both parties, and who had no opinion of their own, apparently, upon the Question.

Upon such a matter as this it would be foolish to dogmatise. If a Shareholder who has heard both sides of a proposal, has been convinced by neither, he is within his rights to refrain from voting altogether. His vote is a right

*of property, which he may use as he thinks fit, his judgment being entirely unfettered. It is even possible for him, in some cases, to bind himself to vote, or not to vote, in a particular way. In the last resort he, surely, may be permitted to manage his own affairs in his own way. He and none else will suffer in the event of a mistaken decision.*



## CHAPTER IX.

### CHAIRMAN AND MEMBERS.

**Manners.**—"Meat feeds, claiith cleeds, but manners mak the man," the ancient Scottish proverb, always and everywhere true, applies to every person present at a Meeting, to the Chairman, no matter how exalted, as to the poorest and humblest man, to the Company gathering where everyone is a magnate, as to the public assembly attended by all sorts and conditions of folk. Not so many years ago a free fight disgraced the House of Commons, and so recently as March, 1914, certain Members of Parliament gravely claimed the right to put down a fellow-Member by clamour, by incessant shouts of "'Vide! 'Vide! 'Vide!" not, be it noted, in consequence of speech at inordinate length, but the moment he arose to address the Chair. It is humiliating to think that British legislators may differ in kind but not in degree from "the Society upon the Stanislaus," whose doings Bret Harte rendered for our delectation in brilliant verse. Now it goes without saying that much depends upon the Chairman of a Meeting. He is the head, sets the tone, and gives the lead. Granted he is a very perfect, gentle man, thoroughly conversant with the not too exacting duties of his post, the gathering over which he presides will, in that case, be in every sense a model, really and truly an enjoyable function.

**Chairman's Duty to Members.**—Needless, therefore, to say that "Mr. Chairman" is expected to be courteous and to behave properly and in a gentlemanly manner to those with whom he is brought in contact.

This rule—an unwritten, and sometimes unobserved rule—should be universal. No Chairman should lose his self-control nor resent inquiries—such as are customary at Company Meetings—as personally offensive or detrimental to his dignity.

A Shareholder who has entrusted his money to the care of a certain body of men has a perfectly legitimate right to inquire concerning the use those men are making of it. To attempt to browbeat a man because his holding is comparatively small is cowardly and mean. The Shareholder may have invested all he had, and to find fault and be unduly captious, because he seeks information regarding his whole available capital, is not only wicked and contemptible,<sup>4</sup> but in itself almost justifies some amount of suspicion of the Company's standing and prospects. A Chairman of this description is doubtless rarely encountered, and in many Meetings would not be tolerated. At the same time a Chairman has his rights as well as his duties, and if confronted with sheer rudeness and insolence will be expected to uphold the dignity and authority of his position and to maintain his self-respect.

**Power of Chairman.**—It is most meet that the Chairman of a Meeting should be invested with very great power and influence, and on that account should be most careful not to lower his office by unseemly conduct. A strong Chairman will be strongly supported, because he knows his own mind; and he may rest assured that numerous Shareholders who do not know their mind and cannot even make up what mind they possess upon a given matter, will follow his lead like so many sheep. 'Tis excellent to have a giant's strength, but tyrannous to use it like a giant.

Looking, therefore, to the influence wielded by the Chairman, he should be most careful in his conduct and language, if he would escape censure, directly or indirectly.

Depend upon it that if the Shares of a Company go up with a bound when a report is spread abroad that the Chairman is about to resign, we have a speaking commentary upon his management. The removal of the incubus, the withdrawal of the drag or weight, has lightened the stock. Even the prospect of the removal is rejoiced in.

**Arbitrary Conduct of Chairman.**—Such a sentence upon an arbitrary Chairman must ever be humiliating to him. Nearly always the heat of a discussion is the result of friction between the Directors and Shareholders. This friction sometimes generates such a condition of the component atoms of the Meeting that a stormy scene ensues, in which personalities are exchanged, and undignified accusations or remarks are indulged in.

**"Order!"**—The Chairman will, of course, exert himself to keep Order. Usually it will suffice to hold a speaker within bounds if the Chairman call out "**Order! Order!**" He will support, and be supported by, his co-directors, and, if the Company's record be not clean and clear, they will attempt to stifle discussion. Naturally, and especially in the most flagrant cases of mismanagement, the Chairman will endeavour to suppress all awkward questions, and to put down the Shareholders.

There is, however, no warrant for this kind of conduct, and Shareholders should not allow themselves to be "done" out of their rights. A Company Chairman, if he be inclined to run off the track, has great liberty in that direction. He is aware that the Courts are very loth to interfere in the internal economy of Registered Companies, for, not unnaturally, the Court of Equity argues

that Shareholders should be strong enough to act for themselves. As they elected the Chairman, let them now depose him. They have the power; let them wield it, and not go crying to their legal protector to save them from their quondam friend.

**Unscrupulous Chairman.**—The Chairman, if unscrupulous, may hoodwink the Shareholders and ruin them, a result to which his high position in Society, his apparently unblemished character, his suavity of manner, and open-handedness, all and each contribute. We know this type of Chairman, but he is not likely to study the present volume, which is written for gentlemen.

**Conduct of Chair.**—No Chairman, however, if he would escape comment of an unpleasant character, should ever permit himself to lose his temper, to be profuse or unguarded in speech, or to attack his Shareholders. He should explain and reply to questions simply, plainly, or have them so explained under his authority.

He should sternly put down all interruptions, and assert his due authority. But as he is tenacious of his rights, let him be tolerant of the rights of others, and remember that Chairman and Directors are, after all, the appointed administrators of the Shareholders—the servants and trustees of hundreds of trusting people, whose welfare they should protect.

Hence, let the Chairman regard toleration as a virtue, and his own self-respect, as well as respect for others, as necessary adjuncts of his office and position.

**Member's Duty.**—It will now be perfectly plain that every person present at a Meeting is, to a certain extent, answerable and responsible for what passes. He countenances the proceedings by his presence, and, therefore, may be held to be a consenting party; even his absence may not

wholly purge him of some degree of responsibility for untoward events, for, having had notice of the purpose for which the Meeting was called, he cannot plead ignorance of the nature of the business to be done. Having had the opportunity to attend, and being acquainted with the business on the notice-paper, he might have been able, by protest and speech, to checkmate any tactics of a doubtful character. Had a prior engagement, or the state of his health prevented his personal attendance, he could, in most cases, be represented by Proxy, or send a temperate but reasoned letter with a request that it should be read out to the Meeting. This request would no doubt be ignored, if everything were not "open and above board"; but even so, the privilege of a letter to the Editor of an influential journal is at his command.

**As to Speaking.**—Every Member has a right to speak, but every Member is not afforded the opportunity. But if a Member of an Institution or Company make himself well acquainted with the business of the same, he will soon attract the Chairman's notice, and his remarks be listened to with respectful attention. In fact, every Member really, as a matter of principle, owes it to the rest to be *au courant* with the business in which he and others are associated.

**Attention Necessary.**—It is therefore a duty, if sometimes an unwelcome duty, to attend the Meetings, and to hear the proceedings. No doubt, we can read the report in the newspapers, or in the printed statement of the proceedings, but this may be more aggravating than helpful, especially if it appear that questions were asked and answered in which we were keenly interested, and on which, had we been present, we could have enlightened the Meeting.

**The Conduct of Members.**—The remarks which have been applied to the Chairman as regards his treatment of the Members apply to Members themselves. Everyone should do his utmost to assist in keeping Order in the Meeting, to preserve silence when silence is desirable, but to insist upon the Meeting being treated fairly, and each Member impartially.

On the whole, Members behave themselves. The presumption is that they are present to facilitate business and, other things being equal, are prepared to cooperate towards that end. When a Meeting gets out of hand, it must not be too readily inferred that the audience is to blame. It is, doubtless, galling to have one's time wasted by incompetent or verbose speakers, but nothing will be gained by yielding to the temptation to "guy" the unfortunate orators, probably unconscious of the sorry figure they are cutting. An efficient Chairman will intervene at the psychological moment, and Members must exercise their patience until it shall arrive. It never pays to be intolerant or discourteous, and Members must be ready to render unto others the treatment which they would expect to be accorded to themselves.

**Unfit Members.**—In Parish and such Meetings, it is true, feelings sometimes get the better of those present; and can any spectacle be more ridiculous and more condemnatory of the unfitness of the rulers to rule when they cannot even govern their own tongues? In the halls where local authorities hold their Meetings, one often feels disposed to recommend that the motto "Better is he that ruleth his speech than he that taketh a city," should be boldly displayed.

**A Good Sign.**—Of course, we are not referring to difference of opinion in any Meeting, but to the undesirable manner in which controversy is too frequently conducted.

A sheep-like docility is always to be deprecated. It is a healthy sign when Members rise and contend in honest and considered argument, without personal rancour or anger. But the duty of everyone to his neighbour should be observed, and while sentiments may be held up to ridicule, the expounder of them should be exempt from abuse.

**Obedience.**—Again, each Member should, as a matter of Order, support the Chairman. Everyone should remember that the "Chair" is the Ruler, and that each one is bound to sustain him. No Member should dispute the Chairman's authority or ruling. By all means let him use every effort to prevent the choice of the same man (if his incompetence be unquestionable) a second time, but for the moment the *Chairman is supreme, and his office must be respected.*

**To the Point.**—The speaker for or against a Motion should remember that the time of a Meeting is valuable. He should not travel away from the subject he is attempting to elucidate or to argue. Let him be clear, well-informed, concise. Let him never insinuate anything against an opponent. Such a line of advocacy brings its own condemnation. The insinuation, like the stab in the back, is all the more deadly; and though it may be denied and refuted, the wound and the effect may remain.

Untrained, heedless, or thoughtless speakers often mar the effect of what might otherwise be a decent speech, by the imputation of motive. If they feel bound to denounce a policy or an argument, let them do so with all the earnestness of their nature, but no good purpose will be served if they charge their opponent with unworthy motives. It is only the man who has no case, and knows it, who abuses the plaintiff's attorney.

**Golden Rule.**—The man who only speaks when he has something to say that is worth saying is always safe to

*command a fine hearing. The audience has almost an instinct for the man who knows his subject and can marshal his facts. To such it is ever a pleasure to listen, and frequently fullness of knowledge and an artless display of it will almost compensate for the want of rhetoric and giddy flights of eloquence*



## CHAPTER X.

### THE SOCIAL CHAIRMAN.

**The Dinner Chairman.**—We have written a great deal concerning the "Company" Chairman, the Chairman of a Meeting, and the President of a Board; but though these do not exhaust the business activities of Mr. Chairman, it is time we considered him in his social aspect, as, for instance, a Dinner Chairman.

To some men the duties connected with the Chair are gall and wormwood, most unpalatable. To others the occupation of any prominent position is misery—not because they are shy, or even nervous, but because they are self-conscious, and fear the observation and remarks of their colleagues and *convives*.

To those whom it may concern.—To such we venture to address this chapter out of our experience, and bid those who suffer be cured. To know is to be strong—and it is so easy in practice.

In this connection speech-making may be more varied, and if the reader cares to study a little volume which can be strongly recommended,\* he will find in it hints, and the framework of after-dinner and other speeches,

\* "Speeches and Toasts" (Published by Ward, Lock & Co., Ltd.).

which, in the course of this chapter, will usefully occupy our attention.

**Worry, Avaunt!**—The Chairman of a social gathering should not go to the function weary or worried. He should, if possible, put aside the business cares which may have oppressed him during the day (or morning), and attend to his pleasant duties without any disturbing thought. He will then be able to display the cheerfulness of countenance which is so desirable in one who has to be at the head of a sociable company throughout a long evening.

**Arrangements.**—It is essential that the details in connection with the dinner should be adjusted several days before. The Chairman may lend the committee the benefit of his experience, and, in any case, will communicate to the Secretary any matter respecting which he is personally interested, such as the guests (if any) and the toast list. There are Secretaries *and* Secretaries, and unfortunately some of these officers are past-masters in the art of procrastination. The Chairman, therefore, must give the Secretary clearly to understand that every detail, even to the most minute, must be attended to and finally disposed of before the eventful evening. It is cruelty to the Chairman to leave one or more matters of moment until the last. The list of toasts, along with the names of those who are to propose and reply, should be printed and distributed before the guests take their places, and it adds much to the smoothness with which the function will work if a similar list can be prepared and printed (blended usually with the toasts) of the musical and other items of the after-dinner entertainment. The Chairman, as the figure-head, is entitled to more consideration than is usually paid to him.

**Duty to Guests.**—The Chairman should see that his guests are properly seated with reference to himself, and it is as well, in smaller gatherings particularly, that he should be acquainted with the names and standing, both social and commercial, of those around him. Thus informed by the Secretary, the Chairman, of no matter how large an assembly, will be enabled to say the few words to the guests and others which show him to be a man of the world and familiar with the position and other attributes (on which comment is thus allowable) of his varied guests. A judicious compliment, a happy epithet, will go far to put him on terms even with the strangers who may be present.

This knowledge may be of further service to the Chairman in the course of the evening, for during one or other of his speeches, he may make a hit by an apt reference to some of those at table. The less apparent the efforts in the direction of gaining this knowledge are, the better. Any whispered queries, or louder inquiry, sent round as regards the identity of some well-known persons may meet their ears, and will not sound pleasantly.

It is, therefore, most desirable that the Chairman should know not only who is actually present, but Who is Who, and Which is Which. Should he learn this, he will save the otherwise inevitable questions, will avoid offending those who may be tenacious of recognition, and will prove himself to be a tactician!

**Plan of Dinner-Table.**—It is a manifest convenience (more readily appreciable at great dinners where the attendance exceeds one or perhaps two hundred persons) to have prepared beforehand a plan of the dinner-tables, on which the place of every guest is marked, with his name. The Secretary had better attend to the getting-up of the plan. It will cost him some trouble, but the

saving of confusion and crushing which it effects will repay him. The plan may either be printed (a copy being given to every diner, with his own name underlined in red, or otherwise distinguished) or, if it exist only in MS., in the form of a large-scale sketch, it should be exhibited on an easel in the reception-room, where each diner may study it and ascertain exactly where he will find his place.

Besides the obvious advantage of being in possession of a key to the board before him, and being able by its means to examine the composition of the tables, the Chairman and his guests are, in a fashion, introduced to each other, and conversation may at once be started without risk of *faux pas*.

It is very often judicious for a Chairman, if of high standing, or a great favourite, to refer in his speech to my friend Mr. So-and-So, who is seated at "such a table." The person thus honoured and selected for mention will be the more pleased if his acquaintance with the Chairman is really slight! The table-plan has thus an advantage which the judicious Chairman will seize.

**Toastmaster.**—At important banquets the Chairman is customarily assisted by a functionary who, though styled Toastmaster, has to make every announcement which the Chairman desires to place before the company. It would be, however, more in consonance with the claims of hospitality if the Chairman, who occupies the position of host, were to discharge all the duties of the post. Consequently, should the Chairman feel equal to fulfilling all the duties which he would perform (as a matter of course) in his own house, he ought certainly to fulfil them at a public dinner. It is more becoming and more gracious to see the Chairman, rather than a hireling, play the host. In that case he should instruct the Secretary to intinate to the manager of the Hotel, or Assembly Rooms, where

the dinner is to be held, that the services of a Toastmaster will not be required.

**"Grace."**—The Chairman of the social gathering—a dinner, as we are supposing—having seen his guests seated at his side, and the company in their places, will either request the Toastmaster to call "Grace," or, if no such functionary be present, will himself ask the chaplain or some other clergyman or minister to say "Grace," the company standing.

This preliminary duty performed—perhaps by the Chairman himself—the company are seated, and dinner is proceeded with.

**Dinner Duties.**—While the dinner is in progress the Chairman will, of course, naturally concentrate his attention upon his immediate neighbours, who may be either his own guests or the more distinguished visitors who have been invited to attend as the guests, it may be, of the Institution or Club which is giving the dinner. It is the Chairman's prerogative to show especial courtesy to guests who are exceptionally favoured. If he be a man of the world and of affairs, we cannot venture to give him any hints. His knowledge and tact will convey him past the shoals and dry places of conversation without our assistance.

Such a Chairman will know the subject best calculated to discover his neighbour's confidence. He will assail the latter with the topic he best understands, or is most acquainted with, being, moreover, mindful to avoid controversial questions, unless he is absolutely sure of his man. A mistake in this regard will not readily be forgiven.

**Subjects Tabooed.**—As a general rule in social gatherings Politics and Religion are avoided. To introduce either

is considered to be tantamount to casting a firebrand into the "haggart," and the flame quickly spreads if fanned. Let the judicious Chairman, therefore, avoid both the Scylla of Politics and the Charybdis of Religion.

**Smaller Functions.**—The same general rule should apply also to the Chairman of a small Club-dinner, although the smaller the gathering the more difficult it is to entertain. Each one is more or less shy in beginning the conversation, or in making it general. Hence the party is broken up at once into its component parts. Each man turns to his immediate neighbour, and converses with him, perhaps, in a low tone, while the single diner, or the comparative stranger, sits dumb, crumbling his bread, or reading for the hundredth time the "Menu," which he is probably heartily tired of ere he is half through it prandially.

The Social Chairman will allay this uneasiness. He may, in one of the many pauses, address a guest by name, and ask him questions concerning some topic as to which he (the Chairman) has learned the stranger is curious, or in which he is interested, and at the same time, by mentioning the name of a neighbour of the silent one at table, serve as introducer, and lead the couple hitherto distant, though so near, to discuss the subject, whether it be aeroplanes, athletics, literature, art, or science.

The Chairman, who has been, fortunately, primed about the tastes of the two diners last mentioned, will now be at ease and, having set "the ball rolling" and made all comfortable, may permit the conversation to flow past him, if he choose, and let his *convives* assist him.

**As Host.**—In this as in other respects the Chairman should play the host rather than the part of President, and, unless he be of extraordinary ability, or a man who occupies public attention, be chary of asserting his personality, and of making his voice dominant to the interruption

of others. If called upon to relate an anecdote let him do so, but he should try to promote the harmony and the sociability of the company generally, rather than to assert himself, except in those duties which, as Chairman, he must carry out.

Even in the social gatherings of small Clubs, which meet infrequently, and at which the members may be comparative strangers, it is fortunately the case that there are usually one or two persons who are disposed to conversation, and who purposely cast a small harmless bone of contention or scrap of debatable matter of an innocuous character upon the board.

On such morsels some guest eagerly pounces, and then, like so many hens, the others rush after the favoured one, who hurries round with the "scrap" or "bone," which they are anxious to peck at along with him. Thus the dullness is illuminated, the coldness disappears, the ice is broken, and genialty reigns.

**Taking Wine.**—We will suppose the dinner progressing. At a certain time, fairly early in the feast, the Chairman takes wine with the company. (The phrase "takes wine" is more or less conventional. The Chairman may be a strict abstainer and quaff nothing stronger than ginger ale, yet he will not refrain from using the time-honoured formula.)

If the gathering be small, and most of the guests on friendly terms, the Chairman will convey a hint to one of his neighbours, who rises and says:—

"Gentlemen, [or brother Members], the Chairman will be pleased to take a glass of wine with you."

The company respond, standing up, and the Chairman seats himself, the conversation is renewed, and the function passes in a moment.

But at large dinners ~~the~~ Toastmaster gives the word: "Gentlemen to the right of the Chair, the Chairman [or his Lordship] will take wine with you."

The Chairman rises, bows to the right, and the guests on his right respond; and so in turn, shortly afterwards, he will show similar courtesy to gentlemen on his left. Ordinarily this is the only duty of the Chairman during dinner.

Toasts, etc.—After dinner the duties of the Chairman begin in earnest.

It is generally the Toastmaster who calls "Silence for 'Grace,'" knocking the table so as to assure the needed attention; or the Chairman, if there be no Toastmaster, may call "Grace," and request the choir to sing it, if there be a glee-party present, retained really for the entertainment to follow.

"You may Smoke."—"Grace" is said, or sung, all up-standing, and if the company desire to smoke, as is usually the case, the Chairman will, immediately after "Grace," give the toast of "The King." A soloist will sing a verse of the National Anthem, the company joining in the chorus, and when the toast has been duly honoured—not before—the Chairman gives the desired permission to smoke. \*

As to the Loyal Toast, the Chairman should note that the better plan is merely to give it (after a full pause for general attention) in the simple words "The King." It is quite old-fashioned to dilate upon his Majesty's manifold qualities, and *information derived from the morning paper* savours of anticlimax.

There are different opinions, of course, in this age, concerning the postponement of smoking until the King's health has been drunk. But we think that such postponement is correct and proper. The delay is very short, and the Loyal Toast should precede all other functions of the after-dinner, save "Grace."

One innovation we once witnessed which, despite its



novelty, appeared to meet with general approval. The Chairman on the occasion in question was a former Lord Provost of Edinburgh, and his experience at civic functions must have satisfied him that there was nothing really improper in the practice he initiated. After the sweets and during the dessert this belted Knight rose from his seat as Chairman and gave the toast of "The King." The result was that those who wished to dally over the fruit could do so, while those who longed for the fragrant weed were at liberty to gratify themselves, for after the Loyal Toast had been duly honoured, the Chairman gave permission, by consent of the ladies present, to smoke.

**Duty Toasts.**—This brings us to the question of the Toasts which it is the Chairman's duty to propose. They, of course, vary in number, according to the place and the occasion. Generally they number three—"The King and Royal Family"; the Toast of the Evening, which may be "Prosperity" to the Institution or Club; and "The Guests of the Evening"; though the last is often relegated to another Member.

To these may be added others, as may be deemed necessary; but the Chairman is usually more than content with three and with "returning thanks" for the Toast of his own health. In some cases the "(Lord) Mayor and Sheriffs," or the "(Lord) Provost and Bailies," and other functionaries must be separately toasted. "The Vicar," "the County [or other] Members," "the Churchwardens," "the Army and Navy," or "the Territorial Forces," and other Toasts may be proposed by the Chairman, if the function be local, when a "heavy" programme is preferred for obvious reasons.

Again, "the Houses of Parliament," "the Bishop and Clergy of the Diocese," "His Majesty's Ministers," "His Majesty's Judges," "the Lord-Lieutenant," "Magistrates," and other dignitaries may have to be toasted

upon many and various occasions by the Chairman of public and semi-public dinners and banquets.

**Chairman's Characteristics.**—To perform these duties satisfactorily he must be a man of resource, and must not repeat himself—nor must he be too lengthy in his remarks. Prolivity is fatal to the Chairman of a dinner. He must seize the point of his remarks, hold it, discuss it briefly, not wandering far afield and, perhaps, losing it altogether when floundering in the search.

The Chairman should, therefore, write his speeches out, and con them at home, and, having the notes of them before him, or in his head, deliver them, with such occasional comment as may seem desirable, to the audience. (Practice makes perfect, and he will soon be able to speak with considerable ease from notes alone.) Humour is generally appreciated in a Chairman; and lightness of touch, in all cases in which the subject admits of it, and sympathy always, tell admirably with the listeners.

Meantime, the Chairman must keep his eyes open, and exercise his authority in any case wherein it may be called for—in commanding silence, in keeping the waiters out of the room, if necessary, in arranging the programme, and announcing, or calling upon, the artistes to sing or play. All these are important points, and he will take care also to name those present who are connected with any Toast he may propose.

The Chairman will thus name certain of the Guests to reply for "the Houses of Parliament," and pursue similar vigilance in supervising the remaining Toasts, at least as far as that of "the Visitors." When artistes are present the Chairman should be careful that someone—if not himself—shall propose a Vote of Thanks for their services and entertainment.

These are the principal duties which the Dinner Chairman must perform. They vary with the occasion; but

as ample notice is usually given, the Chairman has no excuse—if he accept the position—for forgetting his responsibilities. Nor is such excuse polite to those with whom he is associated, and a Chairman should remember that such an engagement is an honour which, if accepted, should be rigorously carried out.

**Excuses.**—To send an excuse at the last moment, unless illness or other casualty which cannot be avoided have occurred, is a gross insult to the expectant company, and should be resented. The person guilty of such egregiously bad "form" would probably be the first—being a selfish person—to complain if one "threw him over." A golden rule is, "If you promise, perform, by any means, unheeding personal inconvenience."

**Punctuality.**—Then, again, Punctuality is a virtue everywhere, but nowhere more essential than at Dinners or Entertainments. The best and busiest men are always the most punctual. Your *quasi*-busy man is frequently late, because he procrastinates, and permits interference with his time. There are, of course, cases unavoidable; but an engagement made many days before is like a special train; the lines should be clear for it, and it should keep time right royally.

To be later than the generally ample margin provided is bad taste, and rude. Unpunctuality throws out the arrangements, and tends to spoil the dinner. The temper of those kept waiting is not improved either; so the Chairman who is regardful of his popularity will not keep his *convives* waiting unduly.

**Reception.**—As host it is the duty of the Chairman to be present in time to receive every guest, whether privileged or paying. It is little short of a scandal to observe how perfunctorily this duty is frequently fulfilled. Over

and over again half of the company has arrived before the Chairman, and, in such circumstances, how can the welcome he tenders be anything but a farce? The guests wander aimlessly about the room set apart for their reception, and when the defaulting Chairman at last turns up, hardly one of them deems it worth while to go out of the room to make a formal entry. And we cannot be surprised at them. It is incredible to suppose that, were the Chairman entertaining friends at a dinner-party in his house, he would put in an appearance after most of his guests had arrived. He should treat a company of comparative strangers (as the bulk of them must necessarily be) with at least equal courtesy to that which he would show in private life. But for the convenience of a rendezvous where they might all meet, the Reception might, in many instances, be abandoned, and guests proceed directly from the cloak-room to the dining salon. Such an innovation would deal a deadly blow at public Dinners, and every Chairman should cultivate the duty of scrupulous punctuality.

**Assistance.**—We have supposed the Chairman to make himself acquainted with all the necessary details; but the Stewards, or in some cases the Secretary, will supply any information. The Chairman should therefore always have an office-bearer (preferably the Secretary) within call—one who will supply any information he may require, or who will “post him up” in details, if necessary, and communicate to the respondents to the various toasts the duties expected of them.

**Speeches.**—As regards Speeches, this is hardly the place in which to discuss or detail them, but examples for various occasions will be given in a later chapter. We can only suggest that the Chairman should be brief and to the point, as a general rule. Of course, in certain circumstances,

brevity, like flippancy, is not wit, nor the soul thereof. A special subject may demand breadth of treatment and elaboration, but for how long the Chairman should speak to it will depend upon many factors. Lord Rosebery would be given *carte blanche* for an after-dinner speech, while five minutes' prolixity from an unqualified person would be too much. On ordinary occasions a bright, happy, unpretentious speech of fifteen minutes will suffice for a leading Toast. The others can be got rid of in five to ten minutes each with perfect propriety, with justice to themselves and to the speech-maker.

## CHAPTER XI.

### THE CHAIRMAN OF A COMMITTEE.

WE do not propose to go into the question of the Chairman of the House of Commons Committee, or Chairman of Committee of the House, who assumes the place of The Speaker, and rules the Debate or Discussion. Nor, on the other hand, is it necessary to interest ourselves in the ordinary business of the Club Committee or such Assembly, already treated of in the foregoing pages under "Meetings."

**General Committees.**—We propose, with the assistance of the directions laid down by Mr. C. Eales and Sir Reginald Palgrave, to devote a few pages to the proceedings of a Committee appointed for some specific purpose by the House of Commons, or other representative body, and to glance at the approved Rules which govern such appointments.

**Chairman.**—As regards the appointment of Chairman, we may properly follow the regulations sanctioned by the usage of the House of Commons in the case of Select Committees.

**Special Committees.**—It frequently happens that an investigation by men of varied and extensive knowledge is required. Therefore a special Committee of an Insti-

tution, or of the body of Members of a Society, is demanded. This Assembly will contain men of expert knowledge and qualifications, capable of receiving evidence, and of compelling the attendance of witnesses, and of framing a Report with clerical assistance.

**Selection of the Members.**—The requisite steps are accordingly taken to select the proper men, and this is done either by direct nomination or by selection confirmed at the Meeting. The names are submitted to the general body of the Members, who approve or disapprove, as they *think desirable, until the Committee be empanelled.*

(As regards Committees of Directors, or of other Committees, see later in this chapter.)

**Quorum of the Committee.**—The Committee having been selected, the first question is to fix the number necessary for a Quorum. This question has been already considered (pp. 46-8), and one-third of the number of the Committee may safely be accepted as the needed Quorum. We find that of a special Committee of fifteen, five is the number established by custom of the House of Commons, and in no case should less than three, or four, be the Quorum when the Committee numbers more than eight Members. Two constitute a very unsatisfactory Quorum, and might give rise to remark, and open the door to collusion.

But the real objection to a Quorum of two is that, in case of an insuperable difference of opinion, business will be reduced to a standstill.

**Minimum and Maximum.**—Three, therefore, is the least, and twenty the greatest, number of a Quorum of a Committee ranging between ten and eighty Members; one-third being the maximum general standard.

The Quorum decided (and, in the case of Select Committees or General Committees of the House of Commons,

Parliament fixes the number), the Committee first sets itself to select and elect its Chairman.

**Order of Reference.**—But there is usually what is termed an "Order of Reference," which lays down the lines upon which the Committee's train is to run, and the limits of its conduct. Such an Order can, of course, be either permissive or obligatory—that is to say, it can indicate or command the principles upon which the Committee shall proceed. The Body, or Committee, appointing the Select Committee, can thus limit the functions of its creature, or it may give it wide discretion by ordaining that the Committee "be empowered to do" such-and-such things. The loophole thus caused tends to widen the prospect of the business, while the decision that "the Committee shall" do so-and-so closes the ground and limits the powers of the Members.

["Parliamentary practice ordains that Notice should be given both of this instruction and of the Order of Reference. The nomination of a Committee, and the names offered in Amendment, or Substitution, for those on the list also demand a Notice."—*Palgrave*.]

**Powers of Committee.**—The Committee, thus furnished with powers and having its Quorum fixed, is ready to elect a Chairman from its body. This is done at the first time of assembling.

**Chairman of Committee.**—In the case of a Select Committee of the House of Commons, the Parliamentary routine, as in the election of The Speaker, is followed, viz., the "Question" is put after a Motion has been made, or it may be after various Members have been nominated.

The Secretary, or Clerk, will then put the Question—or it may be put by a temporary Chairman, who occupies the position for the purpose, not being himself a candidate.



**Procedure in electing Chairman.**—If there be two or more candidates nominated for the office, the Question is put thus :—

"A Motion has been made by Mr. —, and seconded, that Mr. A. J— do take the Chair of this Committee.

"Another Motion has been made by Mr. —, and seconded, that Mr. J. A— do take the Chair of the Committee."

On this occasion the Secretary or Clerk puts the Question: the first Motion first. The Question is—

"That Mr. A. J— do take the Chair of this Committee." The Members then vote in the usual manner, and if the "Ayes" carry the election Mr. A. J— ascends to the Chair. If the "Noes" have it, then the second Motion is put and (possibly) carried. A third candidate may be proposed if Mr. J. A— (candidate No. 2) be rejected. Generally, however, an agreed Chairman receives the unanimous support of the Members. The body being tolerably small, the qualifications of the various Members are well known and the most suitable usually emerges by consent.

**No Chairman.**—In smaller Committees a Chairman may not be elected at all, or if elected may be prevented from attending upon some occasion. At such times a temporary Chairman is nominated in his place. The Chairman of such a Meeting possesses all the rights and privileges of the appointed Chairman, and decides Questions, when necessary, by his Casting Vote.

**Procedure of Members.**—"In Committee" the Member is not restricted in speaking, or to Motions, as in Parliamentary Debate. He need not rise to address the Chair, as is usual in other Meetings; he can speak as frequently as he has a mind to; and he is not in need of a Seconder if he wishes to "move." Thus it will be perceived that

Members of Committee are not so confined in their Procedure as Members in General Meeting.

Again, a Committee may adjourn itself at any time, or arrange to meet at any time the majority of Members may decide. The decisions are arrived at by voting in the usual manner—and when arrived at should show no difference of opinion.

**Members' Opinions.**—It is contrary to practice and not admissible for any Member to affix a contrary opinion to a Report. (We remember an Army Select Committee showed such a deviation from Rules, and Commissions are not governed by such a rule—witness the famous Minority Report of the Poor Law Commission.) “But no counter-statement nor protest from the minority should accompany any Report.

“If a Chairman signs a Report it should only be by way of authentication.”—*Palgrave*.

**Committee's Report.**—The Report of the Committee is generally drafted first, and considered, paragraph by paragraph, is subject to Amendments as in ordinary cases, and the Vote of the Members is taken upon the Question being put—“That paragraph (No. so-and-so),” or “paragraph (so-and-so) as now amended, stand part of the Question.”

The Original Draft is usually entered in the Minute Book, and is then considered to have been “read a first time.” When this is accepted, the Motion “That the Draft Report be now read a Second Time” is made—and is carried, let us say. It is then read as stated by paragraphs, which are successively passed as read or as amended.

[It may be that some other Member may move another Report. If so, when the Motion is made to read the former Draft Report “a second time,” an Amendment is moved

in favour of Report No. 2, and voted on as usual. It is necessary that both Drafts be entered on the Minutes under their respective authors' names]

"If any fresh paragraph be inserted or proposed to be inserted as the Report proceeds, each paragraph is proposed as an Amendment to the Draft Report."—*Palgrave*.

The Report, when finished, is voted to be sent up to the House, or other body which appointed the Committee, in the usual way, the Question being put by the Chairman of the Committee "That the Report," etc.

**Fate of Report of Committee.**—The Report of the Committee, whether in Draft form or as a series of Resolutions, is then sent in to the Governing Body, who are assembled to consider it—it may be, in General Meeting—and it is proceeded with in the usual way, being read by the Secretary to the Meeting.

The Chairman then may move that the Report be agreed to, and it may be accepted at once. But strict Parliamentary Procedure decides that the Chairman shall move "That the Report be read a second time," immediately.

This opens the door for criticism, as the first Motion would do, and after the Chairman's Motion in any case Members can disapprove, amend, and criticise the Report of the Committee, care being taken by the Chairman that nothing contrary to the scope and object of the Committee's Report (and of the Original Instructions) be permitted to be raised. Only relevant Amendments can be considered, and these will, of course, tend either to the upsetting of the Report, or to its reconsideration by the same or another Committee.

But if the Motion of the Chairman as to the adoption (or Second Reading) be carried by the Meeting, of course the Question is determined, and no further discussion is permissible beyond word-amendments. The Meeting has, by its Vote, sanctioned the principle of the Report.

and it cannot be rejected *qua* Report. It may, however, be polished up, so to speak, and in some respects modified, but the actual aim and object of the Report cannot be altered—the body of it remains.

**Submitting Report for Consideration.**—The writer has been on Committees where such a course was adopted by the Chairman on a Draft Report, which he read to the Members. The Report had been adopted, but was submitted for improvement, and discussed for effect, paragraph by paragraph, several verbal Amendments being made before the Report was finally “agreed to.”

When this climax had been reached, the Meeting set about the consideration of the means to be adopted for carrying out the recommendations of the Report. Suggestions were made, considered, and decided on when, but not until, the Meeting was satisfied.

This is the usual procedure, which is based upon the ordinary mode of business conduct. It is often a lucrative employment, this “Select Committee” business, and the attendance is usually pretty regular! There is usually a sufficient Quorum at the appointed hour of Meeting.

It may be remarked that in Parliament while The Speaker is addressed by his title, the Chairman of Committees is, when in the Chair, addressed by his name.

#### COMMITTEES OF DIRECTORS.

**Sub-Committees.**—When the Board meets it often happens that the Members form various Committees. A County Council, for instance, divides itself into Finance, Fire Brigade, and numerous other Committees, with a view to undertaking certain duties and reporting to the main body the result of the researches. The Council then, by the general body of its Members, decides upon the course to be pursued.

**Their Object.**—Such Committees relieve the Council, or the Board which appoints them, of a considerable quantity of routine business and investigation or inquiry, which is not agreeable to everyone, but is to some sweet and palatable. To probe and delve is to them a congenial occupation. So there are Members who discharge these inquisitorial functions admirably for the Board, or Council, and leave the latter free to occupy itself with weighty and important matters, and with the consideration of the Reports of the Committees.

**Procedure.**—There should be an Agenda Book at these Meetings of the Board, and, according to the decisions arrived at, the proceedings are all entered by the Secretary, or other proper official, into the Minute Book of the Proceedings of the Meetings. We have already indicated the General Form of such Minutes, and there is no need to repeat the illustration; but the Agenda Book is slightly different, and may be described as a Minute Book in two columns, in the first of which the Secretary enters the matters to be dealt with at the Meeting of the Board, beginning with the reading of the Minutes of the last Meeting, and taking in order subsequently the business items ready for discussion and decision.

On the lefthand side the Agenda are entered, and the manner in which they are disposed of is then written opposite, that is in the second column. Thus, for example:—

AGENDA. MEETING OF BOARD—JUNE 19—

Minutes—last Meeting . . .	Read, confirmed, signed.
Report of Fire Committee . .	Adopted
Report of General Purposes Committee . . . .	Read, and consideration postponed
Bank Account Book . . . .	Produced, and Balance found to be £—.
Resignation of Mr. — . .	Letter resigning read, and his resignation regretfully accepted Secretary wrote to that effect.
and so on.	

These entries are subsequently written out legibly, in proper style, amplified with the names of all present, as shown already in Chapter IV.

**Rules for Sub-Committee.**—Articles of Association or Regulations sometimes provide that even one Director may constitute a Committee in himself. More generally the Committee consists of three, or perhaps two Members, and such Committee is appointed by Resolution of the Board of Directors.

A Committee may likewise appoint some of their number a Sub-Committee to ascertain certain points connected with objects they have in view, and give the Sub-Committee power to deal with the Question fully and even to carry out their decisions for the benefit of the Society. But in all important business matters a Report should be made, and the Committee itself, or the Board, should decide the matters investigated, or submit them to the General Meeting, according to circumstances and Regulations.

**Table A on Committees.**—Table A of the Companies (Consolidation) Act, 1908, directs that (§ 91) "The Directors may delegate any of their powers to Committees consisting of such Member or Members of their body as they think fit; any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Directors.

"(92) A Committee may elect a Chairman of their Meetings; if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the Meeting.

"(93) A Committee may meet and adjourn as they think proper. Questions arising at any Meeting shall be deter-

mined by a majority of Votes of the Members present, and in case of an equality of Votes the Chairman shall have a Second or Casting Vote.

"(94) All acts done by any Meeting of the Directors or of a Committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director."

These clauses sum up the legal aspect of the Committee in the cases of Companies.

#### PARLIAMENTARY COMMITTEES.

**Committee of the House.**—If a Measure has passed the second reading, the House considers it "in Committee," which is, to all intents and purposes, the same as considering it in the House—the Committee being "of the whole House," with a difference. The President is a Chairman in a chair set for the purpose, and Members may speak as often as they choose.

Subsequently the Bill is "reported" to the House. This is not a useless formality, for though the Committee is of the whole House, in all probability comparatively few Members attend the Committee. This answers to the Report stage already mentioned, and the Reported Bill may be then amended and even rejected. But if accepted by the Commons it must pass the Lords ere it becomes law, subject to the provisions of the Parliament Act.

**Of Supply.**—"Committee of Supply" needs no explanation. Its meaning is evident.

Procedure in Standing Committees is the same as in Select Committees. The Quorum is twenty, the number of Members is between sixty and eighty, with certain

provisos. The Chairman is selected from a certain "Panel" of six, or not less than four.

**Standing Committee.**—The Reports of Standing Committees are treated as Reports of the "whole House Committee," provided that the provisions of the Standing Orders shall not apply to Bills reported by Standing Committees.



## CHAPTER XII.

### THE CHAIR OF A "LIVELY" MEETING.

"Forewarned, Forearmed."—Save in seasons when political feeling runs high, or some purely local question has stirred up rancour and strife in a district, most Meetings pass off quietly enough. Some men dislike a tame Meeting; but there is an essential difference between a "live" and a "lively" gathering. The former goes off well at all points because of the prevailing harmony; the latter leaves an unpleasant impression because everything seems to have been "at sixes and sevens." Occasionally actual disturbance breaks out, and then the Chairman's lot is not a happy one. In such circumstances, however, he must hold fast and sit tight. He is the captain on the bridge and must stick to his post until absolutely satisfied that evil passions have obtained the predominance and that a deliberate attempt at wrecking the Meeting is afoot. Then, all his efforts to maintain order and keep peace having failed, he shall collect his papers and declare the Meeting at an end. Tumidity in such a crisis is a fatal policy, as it only tends to precipitate disorder which a firm and resolute attitude might avert. And the Chairman of a "lively" Meeting is not without guidance, which we now proceed to discuss.

**General Arrangements.**—As one never can tell what novelty may, in the legitimate course of business, be sprung upon a Meeting—and it is the unexpected, we are told, that happens—the promoters should always take obvious precautions against possible malignants. For a Meeting needs to be managed as systematically as any other enterprise, and the Chairman is entitled to assume that the preparations have been properly superintended. Take the common case of what is called an "open" Meeting, that is, one to which admission is free. It may, nevertheless, be prudent to reserve a few of the front rows on the floor of the hall, a charge being made for them or the tickets being distributed judiciously, according to circumstances. When the cost of holding the Meeting has been considerable, these reserved-seat tickets are often issued at a stated price to defray part of the expense. But money is not always an object. The presence of many supporters of the cause which the Meeting is being held to advocate can only be guaranteed by reserving seats for them. Moreover, it is a great help to the Chairman and "platform" generally, to say nothing of the reporters sitting immediately below the rostrum, to have, so to speak, a friendly bodyguard right in front. Few things are better calculated to put a Chairman out than to have an ill-mannered man just below him, interpolating rude remarks in a raucous voice. Still, the number of tickets at an ostensibly open Meeting must not be overdone, as members of the audience, quite peacefully disposed, are likely to resent *their being denied seats in "good" positions at a so-called free assembly.* For meetings where the attendance is pretty sure to be large and the demeanour of the audience all that could be desired, it will yet be for the general convenience if a staff of stewards is enrolled beforehand to show people to their seats, to see that the seats are filled and no space wasted, to distribute (and sell, if need be) programmes, and to supply information, it may be,

about the objects of the Meeting, or the Society which has called it. But such arrangements may govern every description of gathering, and precautions more adapted to prevent, not due opposition, but rowdyism, are therefore, needful

**Tickets.**—We have seen that a certain number of tickets may be issued for reserved seats at Meetings where no hostility is expected. But occasion may arise when admission by ticket is indispensable. It is very seldom that an engineered disturbance can be "kept dark" Some hint of it is sure to leak out sooner or later, and then the promoters must deal strongly with the situation that confronts them. One safeguard may be adopted which, although not a perfect specific, will go far to embarrass the *enemy*. No person should be admitted except by ticket, on the face of which is printed a pledge that the holder of it will not disturb the proceedings and will accept the Chairman's decision. His presence in a meeting is then proof that the malcontent has used a ticket and has given a pledge. But, of course, such a consideration will offer no obstacle to a hired and unscrupulous opposition, for the tickets may be forged and the tenderers of them be ready to be pledged, with a light heart and easy conscience, to respect, honour and obey "no end" of wholesome precepts. In the days when Exeter Hall was the favourite venue of "demonstrations" in London, one recalls how, in 1881, what was intended to be a huge anti-Bradlaugh assembly was rendered of no effect by a wholesale forgery of tickets, and the police-guarded Chairman and spokesmen were compelled to abandon it by a great muster of the friends of law and justice, determined to obstruct the meeting at all hazards. That, however, was a counter-organization on a large scale of an immense body of men bent upon stopping business by hook or by crook, and it is rare that such deep feeling

is provoked by any question of the day. Pledge-tickets may therefore be resorted to with reasonable hope of success in the vast majority of cases. They would, for example, have effectually checkmated the obstruction of the small troop of men who managed to annex the front row of an "open" Meeting, summoned to consider the subject of the reform of London government (a reform which eventuated in the institution of the London County Council). The men did nothing but bellow while James Beal, the veteran reformer, tried to address the gathering, and, no stewards having, unfortunately, been provided, the Meeting proved abortive. Tickets for smaller Meetings become practically all-sufficient by the observance of one of two precautions: they may either be endorsed with the name of the actual holder (which means that he is a respectable and responsible person), or signed by the Secretary (which procures that anyone presenting a forged ticket is liable to prosecution for a criminal offence). The only drawback is that either course entails upon the Secretary the task of writing perhaps five hundred names, in addition to his ordinary work of despatching the tickets by post.

**The Chairman's Powers.**—Even when disturbance is anticipated, however, the personality of the Chairman counts for much. A man of discretion, tact, good temper, and presence of mind may, by the judicious and not too masterful exercise of his personal qualities, accomplish more in the way of repressing unruly Members, than by a strict insistence on his technical and legal rights. Just as a referee at football sometimes does more harm than good by "seeing too much," so a Chairman may defeat his own ends and play the other side's game, by any premature or undue interference with the supposed rights of his audience. While, on the one hand, he must not expose himself to a charge of cowardice, on the other hand

he must not be too eager to restrict the just freedom of his hearers. He must be prepared to cope with disorder or clamour when it really emerges, but it is never wise of him to betray that he believes or knows that disturbance is coming. As fools who came to the church of Oliver Goldsmith's "Deserted Village" to scoff "remained to pray," so by frank fair-play the Chairman may draw the fangs of a stiff opposition. On the appearance of antagonism, he should boldly intimate that he will take care to give opponents every opportunity, within reason, of asking questions, speaking, and even proposing Amendments. An audience likes fair dealing, and hostile folk have speedily responded to the appeal *ad hominem*. Having passed his word, however, the Chairman must keep it, but he will be careful—having regard to the hour—to urge speakers to be brief and to the point. He may even fix a time-limit, and it is desirable that he should suggest the possibility of such a limit in his own opening remarks and apply it to speakers for as well as to those against a resolution. He must also see that an Amendment is truly relevant, since he must not do violence to the accepted Rules of Debate, even to propitiate a foe. The exhortation to agree with our adversary quickly was of particular application, and not intended to cover all circumstances, all places, and all times and seasons. That allusion a few lines back to the advantage of a time-limit contained in it more than may meet the eye. For, acting with some knowledge of human nature, the organisers of disturbance do not aim at plunging a Meeting into disorder as soon as proceedings have begun, but wait rather until business has advanced, and the audience are showing symptoms of impatience, if not weariness. Then the Chairman will realise the value of his early warning about the imposition of a time-limit. He has promised his opponents the opportunity of speech and means to keep his word, but by directing attention

to the fact that the hour is growing late—which is patent to everybody and cannot be gainsaid—he will require all speakers to confine their remarks within, say, ten minutes each. Such a regulation, being binding upon all, cannot be objected to excepting by those who have come wantonly to upset the gathering and whose tactics they are themselves thus compelled either publicly to admit or publicly to disavow. The bulk of the audience will heartily support the Chairman, if he has conducted his strategy so far with scrupulous fairness but undoubted ability. In fact, generalship is a factor of supreme importance to the Chairman of a "lively" Meeting.

But the considerations which we have hitherto discussed do not exhaust the whole of the powers behind the Chairman in his endeavour to assert his authority and maintain order.

**Some Points of Law.**—If the undertakers of a Meeting are discreet they can strengthen the position both of the Chairman and themselves, by paying diligent heed to certain preliminary matters; for the promoters possess some indubitable legal rights. As renters of the hall, or room, for the purposes of the Meeting, they and they alone have the exclusive use of it for the time being, whether this be forenoon, afternoon, or evening. All who attend it, therefore, are there on sufferance; they are licensees whose license may be withdrawn at any moment. This furnishes the Chairman with a powerful weapon. Supposing he espies the ringleader of the forces of disorder (and he may fortify his belief by reference to his nearest neighbour on the platform: there will be no harm in obtaining evidence of the fact), he publicly pointedly bids the offender leave the premises. His order is ignored both now and when it is repeated immediately afterwards. His next step becomes definite. The culprit has elected to defy the temporary tenant of the hall, whose representative

or deputy the Chairman is. Accordingly he is a trespasser and, as such, may be evicted by the stewards at the Chairman's order. Nor is this fact of tenancy the sole point which may legally assist the Chairman.

**Advertisement of Meetings.**—Every Meeting is called in one of several ways. It may be advertised in the newspapers and other periodicals, summoned by circular, announced by posters exhibited and handbills distributed, paragraphed in the Press, or proclaimed by the town-crier. In short, whatever publicity experience may dictate or ingenuity suggest may be resorted to. But in certain events, especially when there is reason to fear disturbance, the word "Public" should be omitted from the announcements, whatever their form. This word is briefer than, but as blessed as the word "Mesopotamia" in the eyes of some persons who stand out for mere legalism, first, foremost, and all the time. Therefore, the promoters will secure their own rights and make clear the exact position of the audience beyond possibility of misapprehension, if they simply drop the word "Public" from every announcement of their Meeting. Thus an advertisement of a Meeting in favour of the "Reform of Parliament," or to denounce the "Closing of Churches on Week Days"; of a Lecture on "Mumbo Jumbo," by Dr. James Murie; of an Address on "Votes for ——" (*horresco referens*), by the Lady Goody Twoshoes, will serve every purpose of the promoters efficaciously, while the omission of the superfluous word "Public" will leave both formalists and rowdies without a legal leg to stand on. If someone has been invited to preside beforehand, as is almost invariably done, the name of the Chairman should also appear in the announcement. This will show that he at least had a prescriptive right to occupy the position he holds. Should it turn out that he cannot attend, owing to ill-health or other good and sufficient reason, and there be no time

to publish his substitute's name beforehand, the promoters should still be provided with their own Chairman; and the Secretary will announce to the Meeting that he has been appointed to preside in lieu of Mr. So-and-so, whose letter of regret he may (if it be thought proper or worth while) read to the audience.

**Disturbances.**—Notwithstanding every precaution which forethought may advise, some evilly-disposed person or persons may make a more or less desperate effort to provoke disturbance of a serious character. One person can be effectually dealt with, and his case need not be further considered. Grave disorder certainly points to the operations of a gang, who have either been hired for the purpose or, out of some motive of malice or revenge, have decided upon concerted action.

At a remarkable gathering in the Royal Albert Hall, London, in 1914, presided over by Mrs. Henry Fawcett, one of the resolutions was proposed by a well-known Labour M.P. The moment he rose he was assailed by shouts of one kind and another from various parts of the building, by cads who were base enough to jeopardise the success of the Meeting by venting their spite and spleen on the speaker. The authorities had evidently anticipated that some such dastardly outbreak was on the *tapis*, for hand-bills were at once circulated throughout the vast throng:—"TAKE NO NOTICE: DO NOT LOOK ROUND." The speaker stood to his guns—it was essential he should do so—and said everything he desired to say. Pauses, of course, were numerous, for it was useless to "crack" his voice against the yells of the mob; but by getting in a sentence now and again in the lulls and biding his time, he wore down the bulk of the crazy shouters and finished his speech triumphantly. As soon as he sat down the audience rose to their feet and acclaimed him with rounds of cheers. Then the organist, "tumbling" to the situa-



tion, played "For he's a jolly good fellow," which the immense multitude sang with great gusto. Here was an example of riot defeating itself. The would-be creators of dissension had only succeeded in provoking an extraordinary demonstration in favour of the object of their hatred and malice. Was Mrs. Fawcett dismayed? Not in the least. She calmly reviewed the exciting scene and allowed the storm to spend itself. This was, in such a place on such an occasion, the wisest thing to do; but had the number of malcontents been larger it is evident that the Meeting would have been wrecked, unless the M.P. had bent before the storm. This he could not have done without imminent damage to the rest of his career.

Lord Loreburn, when he was still Mr. Robert Reid, once presided at a Meeting in a chapel near Brixton Hill, where the chief speaker was Henry Broadhurst, M.P. It is singular that there is a type of working-man to whom the political success of a fellow workman is gall and wormwood, and Mr. Broadhurst delivered his speech amidst a running fire of ill-mannered comments from a handful of labourers. This did not cause him to sit down defeated, but yet went far to spoil an otherwise successful gathering. In view of the character of the building in which the Meeting was held, unseemly conduct had not been reckoned upon, and no stewards were in office. The spite was so bitter, however, that fearing personal violence might be done to Mr. Broadhurst afterwards, the Chairman insisted upon his taking a seat in his carriage and driving him away in safety. That public display of malevolence did no harm to Mr. Broadhurst, for he afterwards became an Under-Secretary of State.

These were instances of riotous demonstrations against certain persons, but for whose presence both Meetings would have been not only completely successful, but wholly peaceable. In such circumstances the promoters, of course,

could not throw the speakers to the wolves, and, what is more, the speakers would not have suffered it.

**The Chairman's Warning.**—Disturbances, however, are, generally speaking, aimed less at persons than at the objects for which the Meeting is being held and, in such cases, are infinitely more easy to deal with, the venomous and vitriolic element being absent. Where a disturbance of this sort breaks out, the Chairman should remind the audience that the Meeting has been summoned by certain persons for a well-defined and legitimate purpose; that these persons being sole lessees of the premises, all others are present only by permission, which will be withdrawn from anyone whatever causing disturbance or annoying others; that such offenders will not be tolerated, but *warned off the premises and, on refusal, will be treated as trespassers and forcibly ejected.* In making his statement the Chairman must be short, sharp, and to the point; he must not betray anger even if he feel it; and on no account must he employ threatening language or use words which might augment the existing tension and precipitate uproar. These cautionary sentences may or may not have the required result. He must "wait and see." If, however, they prove of no avail, he shall then proceed to name or point out any disorderly person, bid him leave and, if necessary, order him to be turned out.

**Stewards.**—Eviction, obviously, cannot be carried out by the Chairman, but he is not helpless on that account. "Coming events cast their shadows before," and so, as we said, rumours of designed trouble spread about just as mysteriously as personal paragraphs get into the papers. There is only one way of meeting a difficulty of that nature. The truth of the reports must be taken for granted: to hesitate at this stage is to be lost. A few days beforehand the promoters must enrol a body of Stewards, the

number of whom will depend upon the circumstances of the case. For a small Meeting a score of men will suffice; for a gathering of imposing dimensions a small army of volunteers—at least five per cent.—will be required. The word "volunteers" is used advisedly; they are probably personally interested in the Meeting, and are likely to be much more intelligent than mercenaries. They should be thoroughly coached in their duties and in the legal rights of the promoters, whose servants they virtually are for the time being. Needless to add, they ought to be strong, sturdy fellows, and of exceptionally good temper and very patient. A captain should be chosen (by the men themselves) for every company of twenty, and they ought to be distinguished by a conspicuous badge labelled "Steward," so that it may be known to all and sundry, that they act under authority. No matter how sympathetic the audience may be—and it is practically certain that, barring the disturbers of the peace, they will support the promoters to a man—the task of quelling disorder should be left to the Stewards. They are protected by law in what they do, so long as they use no more force than is absolutely necessary in ejecting a rioter, but a private person might conceivably render himself liable to an action for assault and battery. The captains, each of whom will carry a whistle of peculiar *timbre*, will post their men in selected parts of the hall. Probably a well-disposed array of such special constables will of itself hold the rowdy element in check. Should it be necessary to act, however, they must frankly tell misbehavers that, if they do not cease their annoyance, leave to be present will be cancelled and, should they continue to be unruly, they will be turned out as trespassers. In carrying out this unpleasant business it should be done in a workmanlike manner, using as little force as possible. Where offenders lose their heads and are guilty of undoubted violence, they must be "run out," and, if the case be very bad.

ordered into the custody of the police. The Stewards should observe the faces of the men they handle, and, when they reach the vestibule, obtain, if they can, their names and addresses, in the event of legal proceedings being afterwards taken. Throughout the Meeting, they should act, as far as may be, under the direction of the Chairman, but as his eye cannot penetrate the recesses of a huge assembly, independent action, under the guidance of their captains, must not be ignored. The captains, of course, will only use their whistles (to summon the aid of another company) in the last resort.

**The Police.**—We have purposely selected an example of the worst type of disorder, that of a prearranged effort on a wide scale to upset the business of an enormous Meeting, because milder cases can be dealt with by a modification of the procedure sketched. Allusion was made in the last paragraph to the police. The presence of two or three constables is commonly solicited as a matter of course at most Meetings, even the calmest and best-behaved. But whenever disturbance may reasonably be expected an adequate body of police should be secured by the promoters. If the circumstances be laid before the authorities, they may be left to take the necessary steps, and will send a sufficient body of men to preserve the peace and protect law-abiding citizens. Any person who has wilfully created disorder may be taken into custody on one of three counts, or perhaps on all three, namely, for obstructing the police in the discharge of their duty; for assault; and for deliberate destruction of property. As to obstruction, the constable may act on his own initiative, and, preferably, should do so. In the other two cases, a Steward may order the offender into custody. Save in extreme provocation, however, he ought to be satisfied with getting the culprit outside the building and preventing his return. Constables differ, and some decline to interfere until a breach

of the peace really occurs ; yet it is their duty to prevent breaches and they should at least be required to do so much. However, should a blow be actually struck they will hardly refrain from action, because it is then their imperative duty to exercise their powers, and, in the event of refusing to act, their numbers should be taken and they should be reported for neglect of duty. Speaking generally, and having regard to the inherent difficulties, it is seldom advisable to go as far as a summons for illegal conduct at a Meeting. Expulsion, as a rule, may be held *to meet the offence*. Only an absolutely clear case will justify a Steward either in ordering a culprit into custody or in summoning him. A spirit of vindictiveness is easily aroused, and much trouble may ensue by an action for false imprisonment, which might or might not succeed, but which anyhow would involve both anxiety and expense. The expulsion of disorderly persons will be all that is needed in the vast majority of cases, and the Chairman, Promoters, and Stewards may rest satisfied in having, to that extent, vindicated the right of meeting without let or hindrance.

**Amendments.**—Much has been said in other chapters on the subject of Amendments, but one aspect of it has been reserved for treatment here, where it can be most appropriately handled. The Chairman of a “lively” Meeting must take care, as long as affairs are going smoothly, not to deviate from an attitude of perfect impartiality. He is a sensible man, and, having assiduously studied these pages, is familiar with the orthodox procedure in respect of Amendments. He knows (a) that an Amendment must be relevant ; (b) that only one Amendment can be considered by a Meeting at a time ; (c) that the terms of an Amendment must be handed to him in writing ; (d) that the negative to a Motion is not an Amendment ; (e) that a person who has spoken to a Motion cannot move an Amendment, but (f) can afterwards speak to an Amend-

ment which another person may propose; (g) that an Amendment must be put to the vote before the Motion; (h) that if it be lost, another may be moved; (i) that, if carried, it becomes the original Motion and must be put again as such; (j) that an Amendment may now be proposed to it; and that (k) when an Amendment has been rejected and no other is moved, the Motion itself must be put. These things he knows, because they are accepted everywhere, excepting in the House of Commons, which has introduced certain variations that have failed to win general approval.

Of one vital consideration, however, he may not be aware, for the textbooks appear to be silent on the subject and the point has not yet been settled *ex cathedra*. It has such a direct bearing on the control of a Meeting where there is likely to be great and sincere difference of opinion, that every Chairman should give the question his most serious study. The practice of some is open to grave animadversion.

To estimate the far-reaching importance of the matter, we put the issue in interrogative form. Is the right of Amendment an inalienable right of a legally-constituted Meeting? If the answer be in the negative, we may leave it at that, since the existing procedure will then be justified. But if the answer be in the affirmative, as to the present writer seems both equitable and logical, then the rejection of relevant Amendments, nay, of the very right itself, is high-handed and possibly perilous. We have no concern just now with merely verbal changes, quibbles, and purely obstructive Amendments. The sincerity of the Proposer and the validity and relevance of the Amendment are both postulated. In that event it must be conceded that an intelligent and responsible person might honestly wish to amend, in an important sense, almost any proposition that might be submitted to a Meeting, whether political, social, financial, or academic.

It is not impossible to suppose that one might desire to make an Amendment to George Bernard Shaw's historic Motion:—"That the poor are useless, dangerous, and ought to be abolished." Yet a Chairman who upheld his arbitrary power to deny any or all Amendments would compel the audience to vote "Yes" or "No" on the unmodified Motion. The Motion might not soar so high, yet be one that called for reasonable qualification. "That Picture Galleries and Museums should be opened, and Public Houses closed on Sunday" is a proposition which would not command universal acceptance. It is clearly one to which a relevant Amendment might fairly be moved in open debate. If it be granted, then, that the right of Amendment is inalienable, the Chairman of a "lively" Meeting (or any other, for that matter), should always be prepared to accept a relevant Amendment, not only because the Proposer has a right to move it, but because the Chairman's presumed conduct is an open and visible sign of his intention to use his powers with absolute justice without respect of persons. His straightforwardness will, indeed, in many cases go far to disarm the hostility of an audience that threatened and meant mischief.

## CHAPTER XIII.

### TYPICAL SPEECHES FROM THE CHAIR.

**Short Speeches.**—One of several respects in which Mr. Chairman differs from his colleagues is that he is not expected to deliver lengthy speeches. He may have to speak often, but he seldom has to speak long. The main reason for this is that he is not only the figure-head of the gathering he presides over, but its business head also. When, as sometimes happens, the chief speech at a Meeting or at a Dinner falls to the lot of the Chairman, this will invariably be found to be due to the fact that he is a man occupying a pre-eminent position in Politics, Art, Literature, Science, Music, the Drama, Commerce, Industry, or other sphere of human thought and enterprise. Men of such distinction no doubt constantly consult this book, but it was not written wholly for their benefit. No ; the wise Chairman is the man of affairs who frankly recognises that he is the manager of the Meeting, that his function is the Useful, that others must look after the Ornamental. That is why a man of affairs is so frequently chosen for this post. He is not likely to be daunted by Responsibility provided it be linked up with Power. For most of the duties entrusted to him, therefore, much speaking would mean waste of time.



It is not suggested that he cannot speak—in fact, after a term of office, he will probably be as fluent as a Parliamentary orator—but that his speeches must be conceived on totally different lines from those which govern the other spokesmen. He must be brief, crisp, pithy, clear. He need not eschew humour nor shun anecdote, but what he has to grasp is this, that he must cram what he has to say into five minutes, while others may run to ten or fifteen minutes and sometimes even longer. But because brevity is the brand of the Chairman, he must neither be hurried nor flurried. He must be easy, deliberate, and comfortable, and if he can wear a smiling face (unless the dividend is down or missing), so much the better. He must not shout or pitch his voice too high. The acoustics of many rooms are exceedingly trying, but when he finds his voice come back to him readily he will know that he is on his right note. A Chairman is more effective as a speaker when his remarks appear to be *ex tempore*, and he should at all events avoid reading his speeches. It will be quite proper to make a few memoranda of all that he must say—in fact, this is to be recommended, lest he may forget some important point. When he has occasion to speak at length, as now and again happens to the best-regulated Chairman, he should certainly think over what he intends to speak about: he may even find it useful to commit the whole of the speech to paper and afterwards to memory. This presupposes coolness and presence of mind, for a foolish question or frivolous interruption may cause him to lose his thread and, in such predicament, his last state may be decidedly worse than his first.

**Ladies Present.**—In submitting to probable Chairmen a few typical speeches, it must be understood that they will serve only as patterns. In adapting them to this or that function common sense must be exercised, and expressions modified to suit the circumstances of the case.

When ladies are present at a Dinner, this fact must alter the very first words, and it must also qualify some of the sanctions of the Chair. For instance, after the Loyal Toast at a Dinner, leave to smoke is granted ; but when ladies grace the banquet with their presence intimation must run somewhat to this effect,—“Gentlemen, I am happy to announce that by gracious permission of the ladies, smoking may now be indulged in.” It will be observed that this notice is adroitly framed. Under its terms all gentlemen may smoke and also those ladies who care to toy with a cigarette. And, by the by, at this same after-dinner entertainment, if ladies are to be present, let the Chairman satisfy himself beforehand that no Comic Lion will favour the company with equivocal stories or suggestive and vulgar songs. This hint is not thrown out idly, or without experience of unpleasant moments. In these days of women’s activities the presence of the fair sex may be looked for at all kinds of gatherings, even in the City of London at noon, and they are doubtless accustomed to take the risks inseparable from some Meetings ; but they should never be exposed to malice aforethought or the ribald *double entendre*.

As financial interests loom largely on the horizon of every man who will probably fill the Chair, we begin with a speech as Chairman

#### AT A COMPANY MEETING.

Ladies and Gentlemen,—My first duty is to ask you to receive and adopt the Directors’ Report and the Statement of Accounts which accompanies it. You have just decided that they shall be taken as read, and as they have been circulated for some days I venture to assume that you have examined them carefully. I daresay you are disposed to think that the picture which they offer has been painted in sober colours, but it seemed to the Board that the wisest

course to pursue was to give a faithful representation of the facts, extenuating nothing and setting down naught in malice. At the same time, I am satisfied that we are at least holding our own, and that is something to be thankful for in these times of unprecedented hustle and competition, growing keener and keener every year. The position has not varied materially since last we met, and if the Dividend is not larger, the figures will show you that at least we have divided all we reasonably could. Whatever unremitting attention to your interests could accomplish has been effected, and I assure you that our General Manager has almost surpassed himself in his efforts to meet the requirements of a concern which demands unceasing vigilance and a trained study of the public taste. Perhaps you may consider that our Reserve is unduly large. I would ask you to pause before you counsel any departure from the policy which we have consistently adopted in that particular. Those of you who have been behind the scenes will readily agree with me that a substantial Reserve is a pillar of strength to such a Company as ours. The Board are resolutely opposed to lavish outlay, on the one hand, and unwise economy on the other, but they will never consent to tamper with the staple features which secure our position financially. There is, in some quarters, a tendency to deprecate care for the future. "Move, act, in the living present," the poet tells us. But you cannot ignore the future, even if you would. Ladies and Gentlemen, whatever we may do for the present, depend upon it we are doing for the future no less than for ourselves. We cannot foresee the vicissitudes which a year may bring in trade and commerce, and I hold it to be absolutely incumbent upon the Board never to neglect the Reserve.

*[Here, if he choose, the Chairman may pick out a few items from the Report or Accounts, and comment upon them.]*

It is unnecessary that I should detain the Meeting any longer. You will hear other aspects of our affairs from

the remaining speakers, but should any Shareholder desire information upon any point in the Balance Sheet, I hope he will not hesitate to ask such questions as may occur to him. It will be convenient that this should be done before the Resolution is put to the vote. Ladies and Gentlemen, I beg formally to move "That the Directors' Report, along with the Balance Sheet as audited be received and adopted," and I will request Mr. —, who, though he has not a seat on the Board, has always manifested a warm interest in the affairs of the Company, to be good enough to second the Motion. After that it will be competent to anyone desirous of doing so to address the Meeting.

Before passing on from finance to feasting, the Chairman should be reminded that *Company Meetings* are often reported at length, and it is important therefore that his facts and figures should be correctly announced. A common custom is for the Company to take its own verbatim report which, after revision, may be supplied to the Press.

#### AT A SOCIAL DINNER.

Ladies and Gentlemen,—You remember the story of the wee Scottish laddie who was sent to the fishmonger's for a haddock. "Please, sir," he said when he got to the shop, "mither wants a haddie," which is Scots for haddock. "Finnan?" asked the salesman. "No," promptly answered the boy, "a thick 'un." Well, Ladies and Gentlemen, I can only hope that you won't find these remarks of mine a trifle thin. We have met here to enjoy ourselves. We have cast business cares and worries to the winds, and some of us would be glad to see them no more for ever. It is said, by way of reproach, that we are a pleasure-loving community, far too devoted to sport and frivolity. For my part, Ladies and Gentlemen, I am

inclined to plead guilty, but I hope the jury will add, "with extenuating circumstances," and strongly recommend me to mercy. Business is no longer business; it is all that, and a great deal more to boot. The hustle and—if the ladies will permit me the word—bustle in which we spend our days, and which our worthy fathers had not the ghost of an idea of, absolutely demand a foil, if the breadwinners [*a laugh*] are not to go down to a very premature grave, broken and bruised men, too old at forty. The musical tinkle of a pretty titter fell on my ear just now. I know what the lady is thinking of. She thinks I have mistaken the sex of the breadwinner, that the breadwinner of moral stories is as extinct as the Dodo. She is both right and wrong. The men are still filling a few situations, and I fancy that their lot has not been made any the easier by the competition of their sisters. I may say, therefore, of both sexes, "we are all breadwinners now," but I decline to apply to the charming sex any remark which could be remotely construed as meaning that it could in any circumstances be too old at forty. "Age cannot wither, nor custom stale its infinite variety." But as I do not wish to grow serious—perhaps some may imagine I was born so, but I wasn't—I trust we shall all recognise the wisdom as well as heroism of mixing plenty of pleasure with business. Mirth and happiness are the notes I desire to strike to-night, and if we all do our best to promote the general enjoyment, I believe we shall be none the worse for it in the morning. Nor shall work suffer—perish the thought!—because we dedicate these few passing hours to—dare I say?—innocent festivities and glee, to harmony and hilarity. I am now going to ask you to raise your glasses to our noble selves, for that is what the toast I have to propose comes to. In wishing "Continued Success and Prosperity to the — Club," I purposely refrain from dealing with the facts and figures of the past year's history. These belong to our Annual Meeting, and to-night we

hold our Annual Dinner. The two functions are wholly distinct and separate, and what I have put asunder let no man—nor woman either—dare to join together. Whoever does so in any speech this evening I shall at once denounce as a disorderly person. Ladies and Gentlemen,—“Our Club!”

It will be noticed that a blank has been left for the name of the Club. This can be easily filled in. It may be one of those composite bodies which are (fortunately) on the increase, in which the men play bowls or cricket and the girls tennis and croquet, not without the co-operation of their male friends, while a few dances and whist drives help to cheer drooping spirits during the tedium of winter. Observe, too, that the phrase “a laugh” has actually been interpolated as if the speech were copied from a newspaper report. This is a familiar trick. It may be that a laugh may really be vouchsafed to the Chairman at that moment, but if not he must boldly affect that he heard it. The *raconteur* is very fond of the device. He lugs in the word “story” somehow—by the ears, if need be—and then coolly continues—“Talking of stories, that reminds me,” and then he is off, full speed ahead.

Almost every man of influence is sure to be invited to take an interest in local affairs, and we shall do no violence to probability if we imagine him in the Chair

#### AT A MEETING OF RATEPAYERS.

Ladies and Gentlemen,—To begin at the beginning, allow me to thank you for the honour you have done me in electing me to the Chair to-night. I am glad to be with you in any capacity, for I know no subject of greater importance to the householder and, I may add, the lodger than local self-government. Some of you may have read of the old days—now, thank God! gone for ever—of

vestries and Bumbledom, when a few by no means disinterested persons were good enough to mismanage our affairs. It was our fault, perhaps, more than theirs. Had we been more public-spirited, many of their malpractices, from some of which we suffer even now, would have been impossible. It was the old story: our indifference was their opportunity. The proverb bids us "Live and learn." That is what we in this room have done, and a pretty price most of us have paid for our lesson. But during the last generation there has been an amazing improvement in almost every direction. The elections are seldom completed at a single Meeting by a display of the hands (some not too clean) of a dozen people. We demand polls now, and vote, as the joker said, as early and often as we can. The public gallery in our Council room is usually well patronized by intelligent hearers, who do not scruple to bestow censure as well as praise—and are sometimes ejected for their trouble. The Press reports our debates at greater length, and the able editor—I believe that is the recognised designation—favours us with occasional articles, apparently too caustic at times for our hard-working Councillors. And to-night we are actually holding an indignation meeting because our representatives refuse to tax us! The boot commonly is on the other foot, but here we are met—the poor and the rich, the old and the young—to enter a strong protest against the continued apathy of the Council in neglecting to provide a Public Library. We know that that will cost us money, but the best evidence of our sincerity is, that we demand that a poll of the borough be taken and the feeling of the ratepayers tested. We have reason to suppose that the majority of the Council are in conflict with the majority of the people whose votes sent them there. So far as the principle of the matter goes, I am heartily with you. To some extent I confess that I came here to learn, and the speakers who will presently advocate our cause will no doubt enlighten me, together

with the rest of the audience. I will just add one or two sentences before proceeding to business. We are painfully aware that our rates are high—too high, in my judgment—and we shall immensely strengthen our case for an additional rate, if some of our friends address themselves specially to the task of demonstrating how the cost of the equipment and maintenance of a Public Library can be balanced, and possibly more than balanced, by judicious and much-needed economies in other departments of the Council's work. Ladies and Gentlemen, I am anxious that our speaking to-night should be of a representative character, and I trust therefore that intending speakers will keep their remarks as brief as they reasonably can, and each deal with a separate point. In that way I am certain an overwhelming case can be made out for the institution of a Public Library in our midst; and if the reporters whom I see before me can induce their editors to wield the blue pencil with tender solicitude, I think the sale of next Saturday's papers may reach a record. I call upon Mrs. Constant Reader to propose the first resolution.

With Labour directly represented in every Legislative Assembly in the British Empire, it is scarcely necessary to say that many artisans and labourers take an active and intelligent interest in public affairs. Some of them, indeed, are willing and able to assume the duties of Chairman

#### AT A WORKMEN'S INSTITUTE.

Ladies and Gentlemen,—In the name of the Committee, who have invited me to preside here to-night, I bid one and all a hearty welcome to this Meeting. I am happy to see several women in our midst. Well do I know the conditions under which they serve the community, and the difficulties with which they have to contend in their home-life, and it says much for their zeal and self-denial that they have come to show their practical sympathy



with us. This Institute has done great things for their men and their boys, and their presence is appreciated because it testifies to gratitude for the past and confidence in the future. And that brings me to the subject with which we shall be concerned at this gathering. It has seemed to many of us that wonderful as the success of this Institute has been, its work and usefulness have been, if I may so express myself, somewhat lop-sided. What we have achieved hitherto has been for the advantage of the men and lads. We have done nothing as yet for the women. God knows, and you will believe me, it was not for want of will. You see a decently-furnished, prosperous institution, but you are not aware of the uphill job it has been to reach this success, of the weary months and years during which progress was so slow that at times we almost lost heart. We have had to labour and have learned to wait. And on such an occasion as this it would be wrong if I did not remind you that we are reaping what others sowed. The men of noble faith and dauntless courage have passed away, but we who have entered into their 'abours will keep their memory green and fragrant. But we were not white-livered, and by plodding steadily along we have, by God's blessing, been enabled to perform a humble but necessary work. And now—would you believe it?—we ask for more opportunities of extended usefulness. I must not occupy your time unduly, for other speakers will develop our programme, but you have probably gathered what is our next aim. By the open-handed generosity of many friends we are in a position to make considerable additions to this building, and your Committee are of opinion that this increased space will afford room for classes for the working girls, and maybe for a kind of club-house for them. Some of the speakers are to discuss the question of co-education, a clumsy word for what seems to be a sensible sort of schooling. But whether we are to go in for mixed classes, or whether

the sexes shall be kept apart, will largely depend upon the results of your deliberations to-night. The only point to which you are definitely committed is that it is the women and girls we are to provide for next; but apart from that you are free to advise as to the best and most expeditious method by which the desire of our hearts may be fulfilled. I call upon our kind and honoured friend, Dr. Alton Locke, to propose the first resolution, which the Lady Bountiful will second.

Among the numerous privileges of Wealth may confidently be reckoned an earnest appeal—to which, to their credit be it said, the possessors of Riches are rarely reluctant to respond—to preside

#### AT A BAZAAR.

Ladies and Gentlemen,—When your Secretary sounded me, as if I were the deep sea, upon the likelihood of my being at liberty to open this Bazaar, I confess I was somewhat taken aback. A well-known Eastern traveller once told me about the Bazaars in Cairo, what delightful places they are, how quaint and full of interest, where your pockets were relieved of their spare cash, not by light-fingered gentry but by glib-tongued and persuasive merchants, before you quite realised what was going on. So I was disposed at first to be guarded in my answers. But he soon reassured me, informing me that I might leave my gold at home, so long as I brought my cheque-book with me. That seemed to him entirely satisfactory. I next reminded him that Bazaars had been the subject of a good deal of adverse criticism; but he promptly replied that that need not deter me, adding that several Acts of Parliament dealing with Insurance and other matters had also been criticised in a spirit that was not altogether friendly and had survived the ordeal. I felt there was

some force in his argument, that at any rate perhaps I ought not to condemn what seemed to be a popular institution because of an abuse here and there. Accordingly, I undertook to judge of this Bazaar on its merits, having been satisfied on my main objection that the articles should not be offered for sale at prices which undercut the shopkeepers in the neighbourhood. And now, with Marshal Macmahon, I may say, "*J'y suis, J'y reste.*" I mean to have a walk round by and by, when I hope I may be followed by a large train of influential and well-to-do people, who have only recently discovered many wants, which shall be supplied at one or other of the beautiful stalls I see around me. I think none of us is under any delusion as to the object with which Bazaars are held. They are believed to be an easy way of raising the wind, a figure of speech which explains why we are so anxious to come down with the dust. It is a strange thing that people will part much more readily with kind than with cash. I hope I am betraying no secrets when I say that what I have heard from lady friends leads me to infer, that it would be cheaper if they induced their husbands to send a cheque at once, and save the money spent upon the materials and the time utilised in the working of them up into cosies and cakes. That is probably a mere man's point of view, for one lady triumphantly retorted "But, then, it's so *nice* to work for the Church!" [*Or Chapel, or whatever the object may be*] But however that may be, Ladies and Gentlemen, it is a most excellent thing to get rid of debt. Debt is an unmitigated curse. It hangs like a millstone around the neck of its slave, whether church, or chapel, or club, or person. I will not go so far as to adopt and adapt the old saying, "Get out of debt, honestly, if you can, but get out of debt." But I hope your efforts here may end in freedom. So, Ladies and Gentlemen, I declare the Bazaar open. Now, let me, like Sample Swaon, taste your wares!

Charity has claims which no Chairman, *in posse* or *in esse* can resist. With perfect propriety, therefore, we may place him in the Chair

#### AT A HOSPITAL MEETING.

Ladies and Gentlemen—To-day we meet on common ground where we are remote from strife and tumult, for we are assembled to consider what can be done to enhance the usefulness of our Hospital and Dispensary. The distractions of the political world have no concern for us, and combatants on all sides will rejoice to take off their armour and put aside their weapons of war, to unite in a combined effort on behalf of the suffering and sick poor. Even as we contemplate the beneficent work before us, we already seem to breathe "an ampler ether, a diviner air." George Gilfillan once wrote that sympathy was better than speech, when regretting his inability to attend a Meeting. And, Ladies and Gentlemen, sympathy counts for much, but it is neither the beginning nor the end. We must, in fact, be careful that it does not carry us away. We should present a sorry spectacle if we allowed our sympathy to evaporate in smoke. We are all aware of the truly admirable work which the Hospital is constantly doing, and it would be lamentable were its staff of self-sacrificing and devoted doctors, surgeons, and nurses crippled for want of the increased accommodation admitted to be urgently needed. I do not envy the man who is obliged to turn away a case from the doors with the words "No room; every bed full." It recalls the awful despair in Dante's terrible line, which I venture slightly to modify to suit the situation, "All hope abandon; ye cannot enter here." Do I express our feelings too forcibly, Ladies and Gentlemen, when I say that such a calamity must be averted at all costs? It is unnecessary to labour the critical position that confronts us, for we are within measurable distance of that dread day. The time for

action has arrived, and I hope that the speeches we are to listen to now will abound with practical suggestions. Briefly, the two chief points which we have to discuss are more wards and more money. They are, of course, intimately related, but can be kept separate in our deliberations. What I mean is that we shall be addressed by some of our medical experts on the one subject, and by some business specialists on the other, who will tell us how we may best organise ourselves with a view to collecting the largest possible sum of money in the shortest possible time. Money! Money! Money! The want of it hampers the noblest works of society. They call it the "sinews of war": far more truthfully it is the sinews of peace. And now, I think, we may proceed to business. The order of debate which I propose to lay down is this: in the first place, we shall learn exactly what accommodation is needed to keep the Hospital and Dispensary abreast of the requirements of the times; and, in the second, having ascertained this and the probable cost of it, we shall be able to deal effectively with the readiest means of procuring adequate financial support. Our first group of speakers will confine themselves to the first topic, our second to the second. That will simplify discussion and help us to turn our Meeting to the best possible account. When we come to the second point, I urge that it may be regarded in the spirit of the Apostle's dictum:—"And now abideth faith, hope, love, those three; but the greatest of these is love." Dr. Goodenough will move the first resolution, Nurse Deering will second it, and various members of the staff will speak to it. Dr. Goodenough!

In Northern climes especially winter, like youth, is the season of improvement. It is the time when the Lecture is still one of the leading features of social life. This form of entertainment needs a Chairman to "round it off," to give an aspect of completeness to the function.

We may, therefore, finish these specimens of typical speeches by listening to the Chairman

#### AT A POPULAR LECTURE.

Ladies and Gentlemen,—I was reading the other day a story told by the Marquis of Tullibardine about a Highland grand dame who engaged a crofter's son as a page. The lad was, of course, provided with a suit of livery adorned with the harmless necessary buttons. One evening a dinner-party was to be held, and, as the hour drew near, the boy put his shock head into the lady's boudoir and said, "Please, ma'am, am I to wear my ain breeks or yours?" Well, that dilemma need not arise here. You have not met to listen to me, but to our friend on my right, who will, I am sure, amply reward you for the trouble you have taken to attend in spite of the inclement weather. [*Should the evening be delightful, the remark will run otherwise—"in spite of the attractions elsewhere."*] Nevertheless, I crave your indulgence while I address you for a few minutes in my "ain breeks." There was a time, as some of you will remember, when Lecturers were in universal request. Most churches, chapels, and institutions ran a course, and it was not always easy to keep pace with the demand. Edwin Hodder, the biographer of Lord Shaftesbury, the famous philanthropist, once made a trip to New Zealand. On his return to London he was asked to deliver a lecture on his tour and its experiences, before the Young Men's Christian Association. He had a graphic style, and possessed a fund of anecdote, and his lecture was a great success. Somewhat to his surprise, invitations began to pour in upon him for the following season, and he was rather in a corner. For he was a busy Civil Servant, and his literary work occupied most of his leisure. But he was ever an amiable man and, instead of returning a pointblank refusal, intimated his willingness "to oblige" but named a fee which he purposely fixed at

what he deemed a prohibitive price, expecting the negotiations to cease there and then. But, to his profound astonishment, his terms were accepted, and so was laid the foundation of his long and successful career as a lecturer. I don't think there are many similar instances of that nowadays. Would there were! The Lecture still holds its own, but it has formidable rivals. There were no Picture Palaces and Whist Drives in those not distant times, and the number of theatres and music halls was limited. The Lecture had everything almost its own way. Concerts or dances or soirées were the alternative means of amusement. Now, the oratorio is on the wane, and defunct is the soirée—where as you entered the hall you got a bag containing a bun, almonds and raisins, and an apple or orange, and tea was handed round after you were seated, a concert forming the after-tea recreation. Entertainments even now come and go. One season we went mad after Ping-Pong, another on Spelling Bees, a third on Roller Skating, but they have mostly vanished like Hans Breitmann's "barty." Even Tango has gone. The Latin word *tango* means "I touch," and, at the touch of ridicule and rebuke, the dance gathered up its short skirts and took itself off into Limbo—its appropriate destination, for wasn't it a thing of limb-oh? Ah! Ladies and Gentlemen, it is time I resumed my seat. But what I was leading up to was this, that throughout all the vicissitudes of Fickle Fashion, the Lecture refused to go under. It had its periods of difficulty, but I am certain that, so long as we have men [*or women*] like our friend to entertain us, the Lecture will remain a standing dish at the feast of reason and the flow of soul. Ladies and Gentlemen, I ask Mr. — to favour us with his Lecture on —.

Thanks and Evermore Thanks.—Of course, the Chairman's functions do not terminate with the delivery of an opening speech—short and sweet, or short and serious—

on the lines suggested in the patterns just given. Consequently he must remain alert and vigilant, because in some cases he will have to propose a vote of thanks at the close. This duty, however, is better delegated to someone else either on the platform or in the "body of the Meeting," whom he will call upon by name. (It is fair, though, to send notice of this intention by the Secretary or other person, as few persons like to be asked unawares to speak.) When the Chairman undertakes it himself, his best plan is to be brief and cordial. Everybody is anxious to leave, and it is awkward when a visitor or entertainer who is publicly thanked, has to express his acknowledgments in the turmoil caused by people putting on their overcoats, and perhaps engaging in conversation *sotto voce*. And the Chairman himself must be thanked. Too frequently this is done in a disagreeably perfunctory manner. A voice is heard from the platform crying, "Vote of thanks to the Chair!" and then the curtain is rung down. In point of fact, the post of Chairman, particularly if it has been competently filled, is by no means a sinecure. It may be onerous and responsible, and a great deal of anxiety may go with the conscientious performance of all its duties. He ought, therefore, to be formally thanked, the Vote being proposed and seconded in due style, and put to the Meeting by the Mover of it, who shall be careful to call for the "Against" votes, as well as for the *pros*, if only to have the gratifying assurance to tender to the Chairman that he has been thanked "unanimously and with acclamation." The whole of the little ceremony need not last five minutes, but it should never be neglected, and every attempt should be made by the promoters of a Meeting to keep the house until the Chairman has uttered his modest, "Thank you very much, Ladies and Gentlemen."



## CHAPTER XIV.

### ON THE CHOICE OF A CHAIRMAN.

**A Look Round.**—From a consideration of the manifold duties which the office of Chairman embraces, it is apparent that it will not be easy to discover men who are equally competent to discharge all of them efficiently. Nor, in point of fact, will such a quest ever be necessary. For though we have discussed many varied functions between the boards of this volume, it is most improbable that any one person will be asked to act as Chairman of more than three or four different Meetings. A Mayor, or Provost, or Chairman of a Council—county, town, district, or urban—may, in virtue of his office and during his term of office, have to preside over many diverse gatherings; but his case is entirely exceptional. Nor, so far as his own Chair is concerned, will there be any difficulty in selecting a suitable man to fill it, since the choice is vested in his fellow-members, and they have ample opportunities for observing ability and general qualifications for the post on the part of their brethren. We have rather to deal with the more complicated question of the occasional Chairman who may hold office for a period or only for a single Meeting.

**The Well-to-do Man.**—There is a natural tendency to look to men of good social standing, prosperous, and with

plenty of leisure, to play their due part in local affairs. Frequently something more than compliment is intended by the choice of a man in what are called "easy circumstances." It is hoped a *quid pro quo* may be forthcoming in the shape of a substantial cheque, a handsome prize, or other gift. Other things being equal, there may be no harm in placing a wealthy person in the Chair; though it must not be assumed that when money is wanted for a desirable object, it can be most easily had by dangling a social reward before the eyes of a likely patron. Human nature is a great deal better than its cynics imagine, and a man will often give of his abundance merely from a wish to render service, without further thought. It is, nevertheless, "over true," that it may be unwise to instal a well-to-do man in office, simply because he is rich. Not only may he assume an equivalent share of power, but if he spend money freely to curry favour, he may frighten off poor, able men who might have made far more acceptable Chairmen. It is extremely easy to draw up a list of the qualities one expects in an ideal Chairman, but it will be practically impossible to find him, and it is positively certain, in any case, that Wealth would not be one of them. In this connection, however, the Quaker's advice to his son recurs to one. "Do not marry for money," he said, "but marry where money is." Compromise, therefore, might meet the case. A sufficiency of the attributes of a good Chairman might be found where also there was wealth, and quite a happy choice ensue, by which the business of the Meeting might profit.

**The Capable Man.**—But if the best man is to be placed in the Chair without respect of person, purse, or pedigree, then the first desideratum is a man in heart-whole sympathy with the object of the Society or the Meeting. The value of genuine, well-disciplined enthusiasm cannot be stated in terms of money, and if an enthusiast of that sort, as

distinguished from a sentimentalist, can be found willing to accept office, let his name go forward for nomination at once. If appointed, it is almost a certainty that he will "make things hum." And when you get him, keep him. The rules of the Society may require every office-bearer to be elected annually. Such a regulation is salutary, but take care that this jewel of a Chairman, like the Phoenix, shall rise again from his ashes. Emphasis is laid upon this, not without reason.

"Let the Honours Go Round."—For there is a poor, trumpery saying that is always trotted out at Annual Meetings and works an incredible amount of mischief. On these occasions the man with a grievance is sure to be in evidence. He objects to this and he queries that and talks vaguely of "fresh blood." Having mounted his hobby the busybody gives it full rein, and ere he comes to earth once more he usually succeeds in quickening the sluggish pulse of men of similarly narrow views. Thus when the question of appointing a Chairman is reached, and the proposal to re-elect the tried and true man is made, he is ready with his protest. "Let the honours go round," is his favourite maxim. Claptrap wears a specious look, and, if the soberer spirits do not hold the hot heads in check, a snatched victory may be gained and a rank duffer installed in office for a year, with detrimental results. Of course, seriously considered, the advice will not bear examination, and should be disregarded as the idle exhortation of a splenetic malcontent. When a Society or a Committee is so lucky as to secure a good man for any post, let it do its level best to keep him. When it has the misfortune to be served with a weak one, let it release him from office without delay. It is absolutely true that no man is indispensable, but when you have the conjunction of the man and the post, or the post and the man, do not be so foolish as to seek to dissolve the union. Nor is

it by any means a healthy sign when business offices come to be coveted as "honours." It is to be hoped that it may always be esteemed both an honour and a privilege to fill the position of Chairman; yet let it not be supposed that the post carries no important business duties, else it may in time (and perhaps sooner rather than later) cease to be regarded as an honour. However, when, owing to some deplorable blunder, the round peg has been put in the square hole, the sooner the mischief is undone the better; but, obviously, such a mistake cannot be associated with a really admirable Chairman.

**The Everyday Chairman.**—But Chairmen of the highest class are not as thick as blackberries, and when a man of this order is not to be had, the services of the "next best" must be secured—and these, happily, are not so far to seek. When a man is approached with a view to occupancy of the office, too much weight need not be attached to the disclaimer of fitness which modesty may dictate. He must be assured of a reasonable amount of co-operation and the confidence of his colleagues must be generous. Thus backed he will soon acquire self-reliance, and a diligent study of the CHAIRMAN'S GUIDE will put him in possession of a knowledge of the technical minutiae of his post. The promises of assistance held out to him in order to induce him to serve must not be kept to the ear and broken to the hope. The Secretary must be loyal and "play the game." The two should arrange to meet half an hour before business and go over the Agenda together, since the Chairman can know nothing of the details which pass through the Secretary's hands. The sight of a Chairman idly turning over papers and (foolishly) answering questions at a venture may and does discredit him, but it also conveys an imputation of neglect of duty which the Secretary may find it difficult to answer satisfactorily. Granted, on the other hand, cordial collaboration

between the two office-holders, the average Chairman will more frequently than not develop into a capable president and, in time, the work will fascinate him.

**The Working-Man in the Chair.**—In many industrial districts it will often happen that a working-man will be invited to assist in movements for the common good; nor is this unlikely even in truly rural areas. It is impossible to suppose that an artisan or a small farmer would be so lacking in public spirit, or in a sense of duty to his neighbours, as to decline to act as Chairman, were there anything like unanimity of feeling in his favour. The notion that every workman or labourer who takes an active interest in the social life of the locality in which he lives, must be a tub-thumper, or a demagogue, or a "paid agitator," is entertained only by those who are densely ignorant of the men they asperse and the services they have rendered to their own class in particular and the community as a whole. There is nothing connected with the duties of a Chairman which an intelligent working-man cannot readily master, and since the number of agencies for the public welfare is not only increasing, but also is inevitably and intimately mixed up with the concerns of Labour, it follows that a decided advantage is gained by securing the co-operation of working-men and women, many of whom have distinguished themselves by a special study of economic subjects.

**Woman in the Chair.**—In these days when specialisation is no longer limited to Law and Medicine, but may be met with in directions that are practical rather than speculative or scientific, it is not surprising that some attempt is made to specialise in the Chair! No doubt it is exceedingly helpful to have an expert in the Chair of, say, a Committee on Tuberculosis; but there he sits, not *qua* Chairman, but because of his unique knowledge and

experience of the subject under investigation. Indeed, it is quite conceivable that, as Chairman, this illustrious person might not be nearly so competent as a laymen whose opinion on Consumption might have no value whatever. Still, it is characteristic of the age that women are not shirking their share of the public life of the community. They are members of every kind of Board, Society, and Committee, and are no longer debarred even from the House of Commons. If it be conceded that they are capable of filling the Mayoral Chair, and of presiding over all manner of social organisations, there is no reason whatever why their services should not be systematically retained to discharge duties ordinarily regarded as the prerogative of Man. As has been mentioned in another chapter of this book, Mrs. Henry Fawcett presided over a monster Meeting in the Royal Albert Hall, London, and proved herself equal to a crisis the like of which has tested the nerve and steadiness of men, who did not emerge from their "baptism of fire" so smilingly as did Mrs. Fawcett. Undoubtedly, sex counts for something, and there is a natural hesitancy, in circumstances when no mercy would be shown to Man, to let Woman down gently. So far as that makes for decency of manners in public discussion it is all to the good. Therefore the presence of women in the Chair is to be encouraged rather than deprecated. The title of "Chairman" appears not to be resented. Doubtless, "Chairwoman," in the mouths of many persons of affected pronunciation, would approximate too near to "Charwoman" to render its use in Meetings and elsewhere at all desirable. Of course, any difficulty that might be felt on the score of accuracy could readily be got over by employing the surname instead. The lady already alluded to could hardly object to a poor man beginning his remarks "Mrs. Fawcett," and interpolating "Madam," where, in other and less happy moments, he would employ "Sir."

**An Incompetent Chairman.**—Queen Elizabeth, happening to meet Sir John Popham one day, inquired of him "what had passed in the Lower House." The Speaker laconically answered, "Seven weeks, if it please your Majesty," the implication being that the Commons had sat for that length of time without transacting any business. The story illustrates, in another respect, of course (for no reflection is meant on Mr. Speaker Popham), the folly of permitting a hopelessly incapable person to occupy the Chair. Readers will be better able to appreciate the intolerable annoyance which this may occasion by a brief description of the course of a Meeting held several years ago within a hundred miles of the City of London, for the purpose of considering a social project of no small importance. There was a good attendance, as might have been anticipated, but when the hour struck at which the proceedings ought to have begun no Chairman had appeared. Some "law" was allowed him in case of accidental detention through no fault of his own; but time in the capital of the British Empire is precious, and the audience grew weary of waiting. The promoters of the Meeting seeming to be panic-stricken, one gentleman after another was proposed for the post, but every nominee (for reasons which it was obviously impossible to verify and which, therefore, had to be accepted) declined to serve.

The situation was rapidly becoming farcical when, to the general relief, someone at length offered to officiate. One volunteer being generally considered better than ten pressed men, all promised to go even merrier than a marriage bell. Alas, the gentleman of good intent turned out to be altogether unequal to his self-assumed task. He committed blunders innumerable, thankfully received the smallest contributions of advice from various members of the audience, now grown dictatorial, and plunged the Meeting into a condition of chaos, out of which it was only delivered by a few level-

headed men who, for decency's sake and without much regard to form, got the business through somehow. The muddle might have been invented to show the necessity for a book like the CHAIRMAN'S GUIDE, as well as to demonstrate the prudence of men and women, interested in public affairs, possessing at least a bowing acquaintance with the *routine* of conducting a Meeting in an intelligent, businesslike, and orderly fashion. It is to be feared, however, that the call of duty—for in these advanced days it may be put as high as that—finds too many men and women unready. Holding, as we do, that a lively sense of public spirit is not only commendable in itself but ought to be encouraged, we venture to submit that Paterfamilias, when urged by letter or deputation to place himself at the head of a Committee, Society, or Meeting, of the *raison d'être* of which he personally approves, should comply with the wishes of his petitioners, and qualify himself for the labours which acceptance of office will entail.

Personal.—In reviewing the subject of Chairmanship, let us see what we have learned that specially affects the holder of the post. For Committee work—where aptitude is more material than “showy” qualities—it is not at all necessary that the Chairman should be a good speaker: indeed, a man who likes to hear the sound of his own voice may become, to put it quite frankly, a bit of a nuisance. Though it is preposterous to “rush” business, as is sometimes done under the totally erroneous impression that hustle is now the accepted hall-mark of a man of affairs, it is equally culpable to hang it up by endless talk over things that do not count, with the result that really essential matters are scamped from sheer weariness of brain and flesh. The model Chairman should speak his mind in a few clear, pointed, and appropriate sentences, and then endeavour to induce his colleagues to be equally precise. Guidance and control are the desiderata in the



Chairman of a Committee, but they presuppose a man of tact, judgment, and genial temper, possessed of the knack or gift of coming, if need be, to a swift and sound decision on the spur of the moment. These qualities may appear rare, but they will be discerned if matters are not hurried on unduly at the beginning. A good start does not necessarily mean a premature start. Take time to get the right man in the right place, for the success of a movement, or a Meeting, may be assured forthwith, because a man of known weight and influence has consented to take the Chair. *Per contra*, a Committee may be hampered from its very inception—no matter how unexceptionable the object for which it exists—simply because the leadership of the obvious man was not secured. Punctuality and despatch are of real moment in Committee work. The busiest man has most time because he has reduced the utilisation of time to a fine art. He attends every Meeting and begins business at the minute. If he is lax, he will find the Members grow equally slack. If he miss a Meeting now and then, he "loses touch" with the affairs of the Committee, labours under a felt disadvantage, and his usefulness is impaired. One cannot altogether replace first-hand knowledge even if carefully posted up by an industrious Secretary. Eye and ear observe things which cannot always be noted by the pen. As stated in cold print, the factors that go to the choice of a competent Chairman may not seem easy of attainment, but it is nevertheless always and everywhere true that "the hour finds the man."

## CHAPTER XV.

### THE OFFICE OF SECRETARY.

WHAT we are concerned with here is not the Secretary in a highly technical sense. The clerk of a municipal body is, of necessity, a man versed in the law and more or less trained for the post by past experience in a subordinate capacity. And, as we saw in a previous chapter, Company affairs presuppose thorough familiarity with Company law. We have to deal rather with the man (or woman) who is willing to undertake the executive duties in connection with the operations of a committee, duties which are generally indicated in the course of discussion. These are by no means of a trivial character, and the Society which is fortunate enough to be served by a capable and willing worker is one that will speedily acquire a reputation for the success with which it conducts its business. The occupant of the post must be prepared to go through a good deal of what may be described as drudgery, and he will not receive a penny piece for his trouble until the day shall come when he retires. Then an illuminated address, or piece of plate, or gold watch, or it may even be a cheque—the fatter the better, let us

trust—will no doubt be cordially presented to him, not as a reward (for that is probably impossible) for his services, but in grateful appreciation of them.

**The Personal Endowments.**—It goes without saying that a man of some education and tact should be selected for the post. The former is essential, because he is commonly entrusted with the correspondence, private and public, of the body for whom he is acting. As a rule, the bulk of his writing will be of a private nature, mainly confined to entering up the minutes, giving effect to decisions, and letter-writing. Now and again, however, it does happen, in the case particularly of societies established for the discharge of business in which the public are interested, that he may be called upon to initiate or participate in, for example, correspondence in the Press. In such an event the Secretary's letter would, if time allowed, be first submitted to his committee, whose acceptance or modification of its terms and expressions would relieve him of responsibility. But since it would be absurd, excepting in very rare circumstances to convene a committee merely to consider the wording and argumentation of a letter, the Secretary might have to contribute his quota to the correspondence columns of a daily newspaper to the best of his judgment and ability, and be prepared to shoulder whatever criticism or blame it might provoke. As to tact, what is meant is that the Secretary should be able to manage men. Nearly every committee contains persons of peculiar temperament, sometimes even a faddist or crank, and the Secretary must, therefore, be patient and occasionally appear to suffer fools gladly. He will get his work done most expeditiously—and this is the chief thing—by following the line of least resistance. Naturally, a committee chooses as its Secretary a man of good address, for it may be necessary for him to do a certain amount of interviewing in

carrying out his instructions. And general business capacity is the hall-mark of an efficient Secretary.

*Issuing a Summons.*—Almost the first thing the Secretary has to do after a committee has been constituted is to call the members to their opening meeting. In all such cases the procedure is uniform. He must take care that every member has a summons, and the postcard or circular-letter (for he will use one or other according to circumstances) must state explicitly the matters that are to be discussed (the "Agenda") in the order in which they will be taken, and he must see that the last item always runs, "Other business, if any." The reason for this entry is that he can only foresee what he knows must come up for consideration, but he cannot tell what other things the members might like to discuss, and it is this item which affords them their opportunity. It may be doubted whether anyone in these days objects to receive postcards, but the Secretary will use his discretion in this particular, and of course will never issue a summons for the discussion of private and confidential, or other important affairs, save in a sealed envelope. Some Secretaries attend to the duty of summoning a committee in rather a casual fashion, simply calling a meeting for such and such a date at such and such a time and place. But it is obviously improper to expect a number of men and women to assemble without giving them a definite clue to the business to be transacted.

*Minutes.*—As soon as a quorum has met, it is the Secretary's duty to direct the Chairman's attention to the fact. The committee will then get to work, the first thing to occupy them being the reading of the minutes of the previous meeting. (Should it be a first meeting, there cannot be any minutes to offer, and in such case the Secretary will recite the circumstances in which the

committee came to be appointed, and read the full list as constituted.) He will next either send round the attendance-book for members to sign, or himself make a note of those present, the former being the better mode. Then will follow any other correspondence, after which the Agenda will be gone through systematically. We have dealt elsewhere (pp. 24, 50-3) with this matter of the minute-book from the Chairman's point of view, and it will be unnecessary to repeat what has been said. The Secretary will adroitly keep the Chairman (and the committee, too, if need be) up to time, and he will take care to have all documents duly docketed and in the order in which they will be required. Nothing gives a Secretary away—apart, of course, from actual incompetence—so much as to see him fumbling among a mass of ill-assorted papers, or diving into this or that pocket for a letter which may be of first-rate importance and which he has really left at home. Though it is the Chairman's duty to take notes, in a book supplied to him for the purpose, of the business done and decisions arrived at, the Secretary will keep his own notes for his own protection. He need not do this in an elaborate manner, since what is requisite is a record of the salient facts. Save when the matter is of moment and there is serious difference of opinion, he should not note the names of the various speakers and what they said. When decisions are unanimous, it will suffice to enter: "It was unanimously agreed to hold the annual dinner at the Blank Hotel on such a date," and so with other resolutions passed without dissent, or virtually so.

**After the Committee.**—Whether the minute-book should be entered up the same day or not will depend upon several circumstances and the Secretary's own convenience; but, other things being equal, the earlier this work is done (while his memory is vivid) the better. As soon as he

has drawn up his record to his own satisfaction, he must promptly turn to the carrying out of the decisions come to, and especially of the precise instructions he received as to particular subjects. These may involve a good deal of correspondence and negotiation, which should all be carried to completion, if possible, before the next meeting of committee. The Secretary must not regard his work as a serial story, "To be continued in our next," but rather aim at completing, if he can, the tale of duties imposed upon him at one committee before embarking upon those of another. Some things cannot be pushed forward, but, speaking generally, he will find that a committee desires nothing better than to tackle what is already "cut and dried." If the Secretary can look ahead and anticipate the course of events, he may save the committee's time and, what is no less important to him as a man, his own time and trouble. The Secretary will soon discover that it is as easy to be neat and methodical as to be untidy and slipshod. Let him learn to take pride in his work. He will keep the minute-book in "apple-pie" order, entering each minute separately, and inserting in the broad, lefthand margin which he will rule down every page the name of the topic dealt with in each paragraph. As minute-books and documents accumulate on his hands, let him provide house-room for them without complaint. If the society or institution of which he is the Secretary be permanent, these things will ultimately form its archives, and be of, no one can tell, what interest to the next generation. If the Secretary doesn't preserve them, he may rest assured that no one else can, since the presumption is that, owing to his carelessness, apathy, or neglect, they have been suffered to be lost, stolen, burnt, or dustbinned.

Should the Secretary Speak?—As a rule, the Secretary should not appear in too many *roles*. In committee he

cannot help having to talk often, answering questions, and tendering advice, since he holds all the ropes in his own hand. But in public, his duty should be limited to reading letters and making announcements, leaving to others the functions of oratory. He need not fear that he will be a mere figure-head, for he will have plenty to do to coach others, and perhaps pull the coat-tail of a speaker who is unconsciously exhausting a meeting's patience. At the same time the Secretary must always hold himself ready to fill a gap, or it may be to reply on the spot to an attack on his society or committee. The onslaught may be specious and clever, but if there is really "nothing in it," the Secretary should be put up to demolish the hostile critic. Yet many most efficient Secretaries lack the gift of public speech, a gift which is far from being indispensable to the adequate discharge of much more useful duties. These men, though not at home in fields of rhetoric, shine in the fulfilment of routine business; and, unable to speak, may have to equip a Chairman or other member of the institution with all the facts, points, and possibly jokes, for a speech. In priming another person, the Secretary should take the precaution of preparing fairly full notes, in logical sequence, of the subjects which it is desirable should be publicly discussed, and be at hand to carry the speaker safely to the close of his oration. For similar practical reasons the Secretary is in immediate attendance on his Chairman at dinners of the society or committee with a view to post him in such information as he may want, or even to enable him to accomplish the customary duties at this social function without a hitch.

**The Secretary-Treasurer.**—As a rule, it is wisest to vest the duties of Secretary and Treasurer in separate persons. In small societies, however, where the subscriptions are few, or little more than nominal, and donations from the

public are neither solicited nor expected, or where the Secretary is obliged to be in constant touch with the members, the posts are often combined, the Secretary acting as Treasurer and in that capacity receiving and acknowledging subscriptions. In the case of a tennis club, for example, it may be essential that the Secretary should know whether members are or are not "clear on the books" before play in a match or tournament begins, and if he happen also to fill the post of Treasurer he will be in a position to settle such a point definitely. The convenience of the joint-office is obvious in such circumstances. Whenever a Secretary undertakes dual duty, however, he should make it an absolute rule invariably to present a financial statement at every committee meeting. Nevertheless, even when the Secretary and Treasurer are separate functionaries, the former frequently is required to act as his colleague's jackal. This ordinarily arises from the fact that while the Treasurer may be a man of integrity and excellent business capacity, he may not be so clever with his pen as is the Secretary in appealing for funds or in collecting outstanding moneys, that is, subscriptions overdue but not yet paid and perhaps urgently needed to clear off debt or other liabilities. Though such invidious duties do not fall within the scope of a Secretary's operations, strictly regarded, yet where he is expected to discharge them to assist a brother-officer, he can hardly refuse to act. At the same time he must make it quite clear to the committee that he can accept no responsibility in the matter. Imputations in financial affairs travel fast, far, and wide, and though they may not contain a scintilla of truth, but on the contrary be wicked inventions, common sense and prudence alike dictate the supreme necessity for handling accounts in a scrupulously aboveboard manner, and so affording no opening whatever to the malicious tongue of the busybody and scandalmonger.



**The Secretary as Press Agent.**—Publicity may not be the soul of business, but it is a powerful lever, and no Secretary should omit recourse to it wherever he legitimately can. Of course it is essential that the affairs in which his committee are engaged are of public interest, as this is *the only plea to which an editor will give ear*. The majority of Secretaries, doubtless through ignorance or—dare it be said?—laziness, neglect to cultivate the morning paper as a vehicle for the dissemination of news. Yet a clear and concise paragraph, sent to a news agency on the off-chance and duly circulated by that medium, may come to roost in more than one daily or weekly. Of course there are numerous occasions when the Press will be only too glad to report proceedings, as in the case of public meetings. Then it will be incumbent on the Secretary to issue these special tickets and to take care that adequate arrangements are made in the hall for the comfort of the reporters. It may be that the object of the meeting may not be deemed of sufficient importance for the Press to be directly represented; but the Secretary need not despair on that account, for he may still communicate his own report to one of the Press agencies and use it as a channel of publicity. The advantage of dealing with an agency lies in the fact that it sends round all accepted matter to its clients, and the Secretary's statement may thus be submitted to fifty or a hundred newspapers. The Secretary needs hardly to be reminded that he must study brevity, write on one side of the paper only, and steer clear of everything libellous or provocative of litigation. When the function, though not itself public, really justifies and demands publicity, it will always be worth the Secretary's while to call at a newspaper-office (giving it in this case what is called "exclusive" information) or agency to ascertain whether a reporter will attend or not. Should it be certain that one or more "pressmen" will be present, he must see to it that they are treated

with due hospitality. If it be an open-air function—as a public “demonstration” or athletic or other similar gathering—which the Secretary is managing, he must provide a Press tent (furnished with table and chairs), and ought also to arrange for two or three messengers to carry wires to the nearest telegraph station. To him every reporter will come for items of information and he must be duly posted in whatever subjects are likely to prove relevant to the inquiring journalistic mind. For this reason, too, the Secretary must arrange to be personally in evidence for a considerable period, so that he may be at hand when “our own correspondent,” or whatever other imposing designation the journalist may affect for the nonce, desires a few sentences of very special “copy.” In fact, there is no end to the activities and enterprise for which the Secretary must be prepared who seeks the publicity of the Press.

**Parting Advice.**—Every Secretary sooner or later recognises the wisdom of certain homely proverbs or aphorisms, such as “If you want a thing done, do it yourself”; “Too many cooks spoil the broth”; and “It is the unexpected which happens.” He must therefore be chary of delegating his duties to other than perfectly trustworthy persons. If, for instance, the Police must be notified of expected disturbance at a meeting he is organising, he should attend to this matter himself. It will not do to confess afterwards that he believed So-and-So was looking after it. He should not be too ready to discuss committee business with outsiders. What takes place in secret conclave may be gravely compromised by premature disclosure. He will, it seems scarcely necessary to say, be careful to keep copies of all letters of importance and not to mislay or destroy documents and papers. Nor will it do harm to cudgel his brains for new ideas or “happy thoughts” for the more adequate discharge of his duties. The Secretary

should not be too hidebound or conventional. Nothing succeeds like success, and departure from precedent may or may not be justified, but a spice of "audacity" may lead up to a fortunate *coup*. He never need fight shy of legitimate risks, and above all things, should he be saddled with great responsibility he should, with due tact and discrimination, acquire a proportionate amount of power. A strong, honest, straightforward, amiable and truthful Secretary is likely also to be, and cannot help being, masterful as well. And so good luck to him!

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## APPENDIX A.

*Brief Résumé of Points to be remembered.*

### THE CHAIR.

CHAIRMAN'S authority should be absolute in Meeting. When CHAIRMAN is speaking Silence must be observed by others present.

When Votes are equal on opposite sides the CHAIRMAN gives the Casting Vote

When speaking is irregular, out of Order, or irrelevant, the CHAIRMAN may interfere—and should do so. The CHAIRMAN may even stop irrelevant speech

When Meeting becomes noisy the CHAIRMAN may leave the Chair, and adjourn the Meeting; in such event no further business can be legally carried on.

The CHAIRMAN is always addressed by a Member standing up.

The CHAIRMAN calls upon the first of two Members who may rise. If the Meeting call for the other, and the demand seem general, the CHAIRMAN may test the preference by a vote.

The decision of the CHAIRMAN should be obeyed.

## OF MOTIONS.

All MOTIONS must be in writing, and in the Affirmative Form. They must be seconded.

[Purely formal Motions are exempt from this rule, as regards being handed in in writing]

No MOTION which has been already decided can be reproduced, whether in the same or other form, at the same Meeting.

A MOTION may be withdrawn by the Mover and Seconder, provided the leave of the Meeting has been obtained thereto.

## OF AMENDMENTS.

All AMENDMENTS must be intelligible and relevant to the Motion.

An AMENDMENT may be made to a suggested or proposed AMENDMENT, only in the event of the latter's being carried and put to the Meeting as the original Motion

An AMENDMENT to *add words to a Motion* can only be made by adding—not by deleting—words. For instance, if an Amendment be proposed to a sentence which, it has been decided, "shall stand part" of a Question, more words may be interpolated, but further words *cannot be omitted*.

If an AMENDMENT has been made to words in the middle of a Motion, and someone seeks to amend the beginning of the same Motion, the AMENDMENT to the amended one cannot be put until the way is cleared and the Motion is restored to its original state by the withdrawal of the AMENDMENT proposed first.

Only one AMENDMENT should be proposed at a time

An AMENDMENT may be withdrawn on the same terms as a Motion. (*See above*)

AMENDMENTS must be seconded, and should, as a rule, be handed up in writing to the Chair

No AMENDMENT which is substantively the same as a former (decided) Amendment may be put at the same Meeting. (*See Motions*)

## OF SPEAKING.

SPEECHES must be clear, and relevant to the Motion before the Meeting.

No Member may speak Twice to the same Question. A Member may, however, reply to objections and make explanations; and the Mover of a Motion has the right to reply, but his speech in reply concludes the discussion

No reply is admissible for the Mover of a purely formal Motion, such as Adjournment, etc. The Motion to which the privilege of reply is attached must be "substantive."

No Speech can be made after the Question has been put, and carried or negatived.

Any Member may raise a point of Order, it being understood that he rises "to Order," but he must put the point concisely and without speech.

No speaker can "call" another to Order. The Chairman alone can properly do this. A Member may, of course, rise to call the Chairman's attention to "Disorder," but the decision rests with the Chair.

No Question should be put to the Vote so long as any Member is desirous of speaking on it, or of moving an Amendment to it.

### SECRETARIAL DUTIES.

These vary with the Company or Association in which the Secretary is employed. He may be Secretary to a Railway Company, to a Limited Liability Company, to a Board, a Hospital, or Club.

All these have a basis of business which helps the official upon his way, but the details are different. The duties, therefore, of a Secretary depend a good deal upon the nature of the Society and its extent. In all Companies the general duties of the Secretary are.—

To attend all the Meetings (which he, moreover, has summoned) of Company, Directors, or even of Committee if desired.

To read the Notice convening the Meeting and the Minutes of previous Meeting.

To keep the Agenda Book and the Minute Book of the Company and Directors' proceedings.

To issue all Notices to Members, Shareholders, Directors, and in small Societies to Committee-men (of Clubs, etc.).

To conduct or supervise all correspondence with the Shareholders with regard to Shares, Transfers, etc., and general correspondence in many institutions.

To keep the Company's Books, such as the Members' Register, Share Ledger, and Transfer Ledger.

To make due and proper returns as required to the Registrar of Joint Stock Companies.

Besides such duties to the Directors or Committee of Institutions or Clubs, the Secretary or Hon. Secretary has some social duties to perform in the way of welcoming guests and paying them little courtesies in the temporary absence of their hosts or friends. A good deal of the popularity of a Club, particularly a small social Club, will depend on the tact and *savoir faire* of the Honorary Secretary. His duties will include the arrangement of the weekly or monthly Dinners, the collection of the Annual Subscriptions, and the Fees, the arrangement of any Entertainments of the Club or Society; and the entertainment of Club Guests, etc. He will also call the Committee together at certain periods, and keep a diligent eye upon the general arrangements of the Club—the newspapers, stationery, pens and ink, and so on, so as to make all smooth as far as possible.

These are the General Principles on which the Secretary should work, and he should be able to prompt, and "coach" the Chairman, if necessary, in the Agenda and Procedure (and the proceedings), of the Meeting. He should at a dinner of the Society be ready with all lists, and have the places marked, and, in fact, be social, pleasant, useful, pain-saving, and verily he shall deserve a vote of thanks.

## APPENDIX B.

*Forms of Procedure and of Minutes for the use of Chairmen and Secretaries—Agenda.*

I. Memoranda of Procedure at Meetings, when Chairman is seated.

- (a) To call upon Secretary to read the Minutes of the last Meeting.
- (b) To inquire if it be the wish of Members that these Minutes be signed as truly representing the facts of the previous Meeting. If assent be given—
- (c) To sign the Minutes.
- (d) To receive any Motions which Members may advance. To have them duly seconded, and to put them to the Meeting in the prescribed form.
- (e) Either now or before the hearing of Motions to go through the Agenda Paper placed before the Chairman by Secretary, and finish routine business.

[N.B.—This business is best concluded ere any new Motions by Members are heard.]

(f) Close Meetings.

II. Memorandum of Procedure when no Chairman is appointed.

- (a) Proceed to elect Chairman.
- (b) Chairman, when elected, to read Notice convening the Meeting, and announce its objects.
- (c) Proceed as per paragraph (d), and sequel, above.
- (d) Conclude and close Meeting, or adjourn it.

N.B.—The Agenda should contain all business. The Agenda of the House of Commons are termed "The Orders of the Day."

III. Memorandum of Procedure respecting the disposal of Committee's Report.

- (a) The Committee having handed in the Report to the Chairman of the appointing body assembled in Meeting, the Chairman shall call upon the Secretary to read the said Report.
- (b) The Motion then should be made—the Chairman should explain this—"that the Report be 'received' or 'adopted.'" In the former case (the reception), it is signified that the Report is for the Meeting; in the second case, the Report is for publication.
- (c) The Motion should be seconded in the usual manner, and if the Motion be agreed to, the next Motion will be "That the Report be entered in the Minutes"; or "That" (if adopted) "the Report be printed and published" Either of these Motions, when made, must be seconded.

[There is no need to move the entry of an adopted Report on the Minutes; that is done as a matter of course as a business transaction; but it is not absolutely a matter of course in the case of reception, though Minutes are usually kept. In any case, whether it be or be not necessary to move the entry, the Report must be recorded on the Minutes.]

- (d) Before the Question be put "That the Report be received" or "adopted," any Member may move an Amendment. Now is the time. Any objections, any suggestions for improvement or relegation to the Committee, must be made now, and other Members may be moved for—or even a new Committee.

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